

InterMet Resources Limited ACN 112 291 960, to be renamed:

1-Page Limited



Prospectus

Offer

For an offer of 42,500,000 Shares at an issue price of \$0.20 each to raise \$8,500,000 before costs (**Offer**).

Re-compliance with Chapters 1 and 2

In addition to the purpose of raising funds under the Offer, this Prospectus is issued for the purpose of re-complying with the admission requirements under Chapters 1 and 2 of the ASX Listing Rules following a change to the nature and scale of the Company's activities.

Conditional Offer

The Offer is conditional upon certain events occurring. Please refer to Section 1.2 for further information.

Important notice

This document is important and it should be read in its entirety. If you are in any doubt as to the contents of this Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay. The Shares offered by this Prospectus should be considered highly speculative.

Joint Lead Managers



FOSTER STOCKBROKING

KTMCAPITAL

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IMPORTANT INFORMATION

Prospectus

This Prospectus is dated 29 August 2014 and was lodged with ASIC on that date. ASIC, ASX and their respective officers do not take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Within 7 days of the date of this Prospectus, the Company will make an application to ASX for the Shares offered pursuant to the Prospectus to be admitted for quotation on ASX.

Securities will not be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Persons wishing to apply for Shares pursuant to the Offer must do so using the Application Form attached to or accompanying this Prospectus. Before applying for Shares potential investors should carefully read the Prospectus so that they can make an informed assessment of

- the rights and liabilities attaching to the Shares;
- the assets and liabilities of the Company; and
- the Company's financial position and performance, profits and losses, and prospects.

Investors should carefully consider these factors in light of their own personal financial and taxation circumstances.

Any investment in the Company should be considered speculative. Refer to Section 6 of this Prospectus for details relating to risk factors. Applicants should read this document in its entirety and persons considering applying for Shares pursuant to the Prospectus should obtain professional advice from an accountant, stockbroker, lawyer or other adviser before deciding whether to invest.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offer.

The offer of Shares made pursuant to this Prospectus is not made to persons to whom, or places in which, it would not be lawful to make such an offer of securities. No action has been taken to register the Offer under this Prospectus or otherwise permit the Offer to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

Re-compliance with Chapters 1 and 2 of the ASX Listing Rules

The ASX has advised the Company that the Proposed Acquisition will constitute a change to the nature and scale of the Company's activities. Pursuant to ASX Listing Rule 11.1.3, the ASX therefore requires the Company to re-comply with the admission requirements of Chapters 1 and 2 of the ASX Listing Rules, as if applying for admission to the official list of ASX. Accordingly, this Prospectus is issued for the purpose of satisfying Chapters 1 and 2 of the ASX Listing Rules, as well as for the purpose of raising funds under the Offer.

Conditional Offer

The Offer contained in this Prospectus is conditional on certain events occurring. Please see Section 1.2 for further information.

Electronic Prospectus

Pursuant to Class Order 00/044, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company at +61 8 9325 7080 and the Company will send you, at no cost, either a hard copy or a further electronic copy of the Prospectus or both. Alternatively, you may obtain a copy of the Prospectus from the Company's website at www.intermetresources.com.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Risks

Before deciding to invest in the Company, potential investors should read the entire Prospectus and, in particular, in considering the prospects of the Company potential investors should consider the risk factors that could affect the financial performance and assets of the Company. Investors should carefully consider these factors in light of their personal circumstances (including financial and taxation issues). The Shares offered by this Prospectus should be considered speculative. Please refer to Section 6 for details relating to risk factors.

Consolidation

Unless otherwise stated, all references in this Prospectus are made on the basis that the 1 for 20 Consolidation, for which Shareholder approval will be sought at the General Meeting to be held on 30 September 2014, has taken effect.

Miscellaneous

All references to “\$”, “A\$”, “AUD”, “dollar” and “cents” are references to Australian currency unless otherwise stated. All references to “US\$” and “USD” are references to the currency of the United States of America unless otherwise stated.

All references to time relate to the time in Perth, Western Australia unless otherwise stated.

A number of terms and abbreviations used in this Prospectus have defined meanings which appear in Section 11.

CORPORATE DIRECTORY

Existing Board

Andrew Richards (Non-Executive Director)
Scott Mison (Non-Executive Director)
Barnaby Egerton-Warburton (Non-Executive Director)

Proposed Board

Joanna Weidenmiller (Managing Director)
Rusty Rueff (Non-Executive Chairman)
Maureen Plavsic (Non-Executive Director)
Scott Mison (Non-Executive Director)

Company Secretary

Scott Mison

Registered Office

Level 2, 23 Barrack Street
Perth WA 6000

Share Registry*

Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2000

Joint Lead Managers

KTM Capital Pty Ltd
Level 2, 16 O'Connell Street
Sydney NSW 2000

Foster Stockbroking Pty Ltd
Level 25, 52 Martin Place
Sydney NSW 2000

Auditor to the Company and 1-Page

PricewaterhouseCoopers
Brookfield Place
Level 15, 125 St Georges Terrace
Perth WA 6000

Australian Legal Adviser to the Company

Price Sierakowski Corporate
Level 24, 44 St Georges Terrace
Perth WA 6000

Investigating Accountant

PricewaterhouseCoopers Securities Ltd
Brookfield Place
Level 15, 125 St Georges Terrace
Perth WA 6000

ASX Code

Current: ITT
Proposed: 1PG

Website

Company: www.intermetresources.com
1-Page: www.1-page.com

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.

LETTER FROM THE BOARD

Dear Investor

On behalf of the board of directors of InterMet Resources Limited (**Company**), I am pleased to present this Prospectus to you and invite you to participate in the offer of 42,500,000 Shares at an offer price of \$0.20 each to raise \$8,500,000 before costs.

The Company is proposing to change its activities from a mineral exploration company to a human resources technology company via the acquisition of The One-Page Company, Inc (**1-Page**). 1-Page has developed a cloud based human resources tool which enables businesses to individually rank and prioritise candidates for employment positions based on their ability to solve real-time business challenges and achieve strategic objectives.

Upon completion of the Proposed Acquisition, the Company will change its name to "1-Page Limited" and the Board and management of the Company will change to reflect the new direction of the Company.

The Company is seeking to raise \$8,500,000 before costs under this Prospectus. Funds raised will primarily be applied towards growing the 1-Page business, including by fully commercialising its product, the 1-Page Platform, through sales and marketing.

The Offer is subject to various conditions which are summarised in Section 1.2. Of particular note, the Company will convene a general meeting of Shareholders on 30 September 2014, at which the Company will, among other things, seek the approval of Shareholders to the Proposed Acquisition.

In addition to the purpose of raising funds under the Offer, this Prospectus is issued for the purpose of re-complying with the admission requirements under Chapters 1 and 2 of the ASX Listing Rules following a change to the nature and scale of the Company's activities.

An investment in the Company is subject to certain risks which are highlighted in Section 6. I encourage you to read this Prospectus carefully and in its entirety. If you are in any doubt as to the contents of this Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

On behalf of the Board, I am pleased to present this Prospectus to you and invite you to take part in this exciting investment opportunity.

Yours faithfully



Scott Mison
Director
29 August 2014

KEY OFFER DETAILS

Key financial information	
Offer Price per Share	\$0.20
Shares offered under the Offer	42,500,000
Amount to be raised under the Offer (before costs)	\$8,500,000
Shares on issue before completion of the Offer	25,995,025
Shares to be issued to 1-Page Vendors	50,000,000
Shares to be issued for Introductory Fee	1,000,000
Shares to be issued to satisfy debt	556,655
Total Shares on issue upon completion of the Offer	120,051,680
Market capitalisation at the Offer Price on completion of the Offer	\$24,010,336

Note: The figures shown above assume that the Consolidation has occurred, that all existing Options are exercised, and that the Offer is fully subscribed. Exact figures will be subject to the rounding effects of the Consolidation. Please refer to Section 1.7 for further details relating to the proposed capital structure of the Company.

Indicative timetable	
Lodgement of this Prospectus with ASIC	29 August 2014
Opening Date for the Offer	29 August 2014
Closing Date for the Offer	18 September 2014
General Meeting of the Company	30 September 2014
Completion of Proposed Acquisition and issue of Shares to 1-Page Vendors	10 October 2014
Issue of Shares under the Offer	10 October 2014
Dispatch of holding statements	13 October 2014
Expected date for Shares to be reinstated to trading on ASX	14 October 2014

Note: The dates shown in the table above are indicative only and may vary subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, the Company reserves the right to vary the Opening Date and the Closing Date without prior notice, which may have a consequential effect on the other dates. Applicants are therefore encouraged to lodge their Application Form as soon as possible after the Opening Date if they wish to invest in the Company.

INVESTMENT OVERVIEW

This Section is not intended to provide full information for investors intending to apply for Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety. The Shares offered pursuant to this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends or the future value of the Shares.

Topic	Summary	More information
Introduction		
Who is the issuer of the Prospectus?	InterMet Resources Limited ACN 112 291 960 (Company) (to be renamed "1-Page Limited").	Section 2.1
Who is the Company and what does it do?	The Company is a public company that has been listed on the ASX since 2006. The Company's principal activities previously involved the exploration of minerals in Australia and Indonesia. In light of difficult market conditions for junior mining companies, the Company has been evaluating high quality and value adding investment opportunities outside the commodities industry. □	Section 2.1
What is the Company's strategy?	The Company intends to acquire 100% of the securities in The One-Page Company, Inc. (1-Page). 1-Page is a human resources technology company which has developed a cloud-based recruitment software platform aimed at improving efficiency in the job recruitment process. Following reinstatement to quotation on the official list of ASX, the Company's primary focus will be to develop the business of 1-Page in line with its business model.	Sections 2.3 and 3.6
What are the Company's key assets?	The Company currently owns the following exploration tenements: <ul style="list-style-type: none"> • EPA 17097 – Queensland • E53/1732 – Western Australia • E53/1733 – Western Australia • EL4944 – Victoria <p>Following completion of the Offer, the Company will either sell or relinquish its interest in these tenements.</p> <p>Via the Proposed Acquisition, the Company intends</p>	Sections 2.1 and 3.5

Topic	Summary	More information
	to acquire 1-Page and its assets, which include patents, trademarks and copyright relating to the business of 1-Page. The Company may also undertake further acquisitions that complement 1-Page's business.	
What is the Offer?	<p>The Company is offering to the public 42,500,000 Shares at an issue price of \$0.20 each to raise \$8,500,000 before expenses.</p> <p>The Offer is subject to a minimum level of subscription of 42,500,000 Shares to raise \$8,500,000 (i.e. full subscription).</p>	Sections 1.1 and 1.3
What are the conditions of the Offer?	<p>The Offer is conditional upon the following events occurring:</p> <ul style="list-style-type: none"> • the Company raising the minimum subscription being the full subscription amount of \$8,500,000 under the Offer; • Shareholders approving the Ordinary Resolutions at the General Meeting of the Company on 30 September 2014; • completion of the Proposed Acquisition; and • ASX approving the Company's re-compliance with the admission requirements under Chapters 1 and 2 of the ASX Listing Rules. <p>If any of the conditions are not satisfied then the Offer will not proceed, any Shares issued under this Prospectus will be deemed void and the Company will repay all Application Monies.</p>	Section 1.2
Why is the Offer being conducted?	<p>The purposes of the Offer are to:</p> <ul style="list-style-type: none"> • meet the requirement that the Company re-complies with the ASX's admission requirements in accordance with Chapters 1 and 2 of the ASX Listing Rules; • provide equity capital to fully commercialise the 1-Page Platform and accelerate the growth of 1-Page including into the US, Asian and Australian markets; • provide additional funds to enable 1-Page to pursue growth opportunities (both organically and through acquisitions); 	Section 1.5

Topic	Summary	More information
	<ul style="list-style-type: none"> • provide 1-Page with access to equity capital markets for future funding needs; and • enhance the public and financial profile of 1-Page and the Company. 	
Proposed Acquisition		
What is the Proposed Acquisition?	The Proposed Acquisition involves the Company's acquisition of 100% of the securities in 1-Page pursuant to the Vendor Agreements. The Proposed Acquisition will be effected by way of a merger in accordance with the laws of Delaware in the United States of America.	Sections 2.3 and 2.5
What are the key terms of the Proposed Acquisition?	<p>The key terms of the Proposed Acquisition are as follows:</p> <ul style="list-style-type: none"> • the Company will issue 50,000,000 Shares (Consideration Shares) to the 1-Page Vendors for 100% of the issued capital in 1-Page; • the acquisition of 1-Page will be conducted by way of a merger under Delaware law, whereby all of the existing securities in One-Page will be exchanged for the Consideration Shares, and One-Page will become a wholly owned subsidiary of the Company; • the Company must repay US\$411,305 in debt owing by 1-Page to various creditors (n.b. US\$102,854 of this debt is owing to Joanna Weidenmiller and will be repaid in Shares rather than cash); • the Company agreed to loan funds to 1-Page under the Loan Agreement (approximately A\$731,000 has been loaned to 1-Page at the date of this Prospectus); • 1-Page will be entitled to appoint 2 directors to the Board; • the Company will establish the Performance Rights Plan and the Managing Director will be entitled to allocate 5,000,000 Class A, 5,000,000 Class B and 5,000,000 Class C Performance Rights to new or existing employees, officers, directors or other staff members of the Company or One-Page under 	Sections 2.3 and 8.2

Topic	Summary	More information
	<p>the Plan; and</p> <ul style="list-style-type: none"> • the acquisition is subject to several conditions, including the Company and 1-Page obtaining all necessary shareholder and regulatory approvals (including registration of the merger in Delaware), completion of the Consolidation, completion of the Offer, Joanna Weidenmiller entering into an employment agreement with the Company, and the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules. 	
<p>What approvals will be sought at the General Meeting?</p>	<p>At the General Meeting to be held on 30 September 2014, the Company will seek Shareholder approval to:</p> <ul style="list-style-type: none"> • the consolidation of the issued capital of the Company on a 1 for 20 basis; • the change in nature and scale of the activities of the Company; • the issue of the Consideration Shares to the 1-Page Vendors; • the Offer under this Prospectus; • the right of the Existing Directors and Maureen Plavsic to apply for Shares under the Offer; • the change of the Company's name to "1-Page Limited"; • the appointment of Joanna Weidenmiller, Rusty Rueff and Maureen Plavsic to the Board; • the Performance Rights Plan; • the grant of Performance Rights to Joanna Weidenmiller; • the issue of Staff Options to certain staff members of 1-Page; • the issue of New Options to certain advisers of the Company; • the issue of New Options to the Existing Directors; 	<p>Section 2.4</p>

Topic	Summary	More information
	<ul style="list-style-type: none"> • the issue of Shares in payment of the Introductory Fee; • the issue of Shares to satisfy debt owing to Joanna Weidenmiller; and • an increase in the maximum amount that may be paid to non-executive Directors. 	
<p>Why is the Company required to re-comply with Chapters 1 and 2 of the ASX Listing Rules</p>	<p>The Company received in-principle advice from the ASX that the Proposed Acquisition will constitute a change in the nature and scale of the Company's activities under ASX Listing Rule 11.1.</p> <p>As a result, the Company is required to re-comply with Chapters 1 and 2 of the ASX Listing Rules, being the admission requirements of the ASX, in addition to seeking the approval of Shareholders to the Proposed Acquisition.</p> <p>The Offer is therefore conditional on the Company receiving approval from the ASX that it has re-complied with the admission requirements under Chapters 1 and 2 of the ASX Listing Rules. If the ASX does not approve the Company's re-compliance with the ASX's admission requirements, the Offer will not proceed, no Shares will be issued pursuant to this Prospectus and the Company will repay all Application Monies received.</p>	<p>Section 2.3</p>
<p>Who is 1-Page?</p>	<p>Founded in December 2011, The One-Page Company, Inc. (1-Page) is a Delaware corporation based in San Francisco, USA. 1-Page is a human resources technology company which has developed a cloud-based recruitment software platform aimed at improving efficiency in the job recruitment process.</p>	<p>Section 3.1</p>
<p>What is 1-Page's business model?</p>	<p>Following completion of the Offer, the Company will focus on growing 1-Page's business and fully commercialising the 1-Page Platform by prioritising funds towards sales and marketing. The Company's initial focus will be to generate sales in the US, Asian and Australian markets.</p> <p>The Company's revenue model will consist of charging customers a monthly service fee plus a fee per proposal it receives (i.e. a submitted application), depending on the size of the customer's business. 1-Page's current customer</p>	<p>Section 3.6</p>

Topic	Summary	More information
	<p>base ranges in size from large, global organisations to small private companies and individuals.</p> <p>In addition, the Company will consider opportunities for growth through acquisitions of competitors and complementary businesses.</p>	
Summary of key risks		
<p>Prospective investors should be aware that subscribing for Shares in the Company involves a number of risks. The risk factors set out in Section 6, and other general risks applicable to all investments in listed securities, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. This Section summarises only some of the risks which apply to an investment in the Company and investors should refer to Section 6 for a more detailed summary of the risks.</p>		
Reinstatement to the official list of ASX	<p>The Company's securities will be suspended prior to the General Meeting. It is anticipated that the Company's securities will remain suspended until completion of the Proposed Acquisition, Offer and Consolidation, re-compliance by the Company with Chapters 1 and 2 of the ASX Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its securities will consequently remain suspended from quotation.</p>	Section 6.1(a)
Limited trading history	<p>1-Page is essentially a start-up company with limited trading history. Since incorporating in December 2011, 1-Page's activities have principally involved raising money (primarily by issuing convertible notes to investors) and spending money to develop its software and product (e.g. R&D, wages and legal fees associated with intellectual property protection).</p> <p>Like many start-up companies, 1-Page has incurred losses since its inception. The cumulative losses up to 31 May 2014 are approximately US\$3.2 million.</p> <p>No assurance can be given that the Company will achieve commercial viability through the acquisition of 1-Page and the implementation of its business plan.</p>	Section 6.1(b)
Sales and marketing success	Following completion of the Offer, the Company intends to fully commercialise the 1-Page Platform	Section 6.1(c)

Topic	Summary	More information
	<p>by focussing on sales and marketing. By its nature, there is no guarantee that the Company's sales and marketing campaign will be successful. In the event that it is not, the Company may encounter difficulty in bringing the 1-Page Platform to market and creating market awareness of the "1-Page" brand. This would likely have an adverse impact on the Company's sales and profitability</p>	
<p>Protection of intellectual property rights</p>	<p>If the Company fails to protect the intellectual property rights of 1-Page adequately, competitors may gain access to its technology which would in turn harm its business. 1-Page currently has no issued patents (only applications) and the Company may not be able to obtain patent protection in the future. If any patents are issued in the future, they may not provide the Company with any competitive advantages, or may be challenged by third parties.</p> <p>Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which its products are available. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.</p>	<p>Section 6.1(d)</p>
<p>Competition and new technologies</p>	<p>The industry in which 1-Page is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business.</p>	<p>Section 6.1(e)</p>
<p>Reliance on key personnel</p>	<p>Loss of key personnel could adversely affect the Company's performance and its financial position.</p>	<p>Section 6.1(f)</p>
<p>Faults with products/services</p>	<p>Because 1-Page's product is complex, it may have errors or defects that users identify after they begin using it, which could harm the Company's reputation and business.</p>	<p>Section 6.1(g)</p>
<p>Regulatory environment</p>	<p>Presently, 1-Page's operations are based in the US and are subject to US laws and regulations.</p>	<p>Section 6.1(h)</p>

Topic	Summary	More information
	<p>However, the Company intends to expand 1-Page's operations into other markets such as Asia and Australia. Users, competitors, members of the general public or regulators could allege breaches of legislation in the relevant jurisdictions.</p> <p>The Company's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact upon the Company's profitability.</p>	
Foreign exchange risks	<p>1-Page's revenues, costs and expenses in the United States are denominated in US dollars, whereas the Company reports in Australian dollars. As a result of the use of these different currencies, the Merged Group is subject to foreign currency fluctuations which may materially affect its financial position and operating results. For example, a depreciation of the US dollar relative to the Australian dollar may result in lower than anticipated revenue, profit and earnings as a result of the translation of the USD earnings into AUD.</p>	Section 6.1(i)
Proposed use of funds and other key terms of the Offer		
What is the proposed use of funds raised under the Offer?	The Company intends to apply the funds raised from the Offer as set out in Section 1.6.	Section 1.6
Will the Company be adequately funded after completion of the Offer?	The Directors are satisfied that on completion of the Offer, the Company will have sufficient working capital to carry out its stated objectives.	Section 1.6
What are the key dates of the Offer?	<p>Lodgement of this Prospectus with ASIC: 29 August 2014</p> <p>Opening Date for Offer: 29 August 2014</p> <p>Closing Date for Offer: 18 September 2014</p> <p>Dispatch of holding statements: 13 October 2014</p> <p>Expected date for Shares to be reinstated to trading on ASX: 14 October 2014</p> <p>The above dates are indicative only and may change without notice.</p>	"Key Offer Details"

Topic	Summary	More information
What rights and liabilities attach to the Shares being offered?	All Shares issued under the Offer will rank equally in all respects with existing Shares on issue (on a post-Consolidation basis). The rights and liabilities attaching to the Shares are described in Section 9.1.	Sections 1.1 and 9.1
Is the Offer underwritten?	No, the Offer is not underwritten.	Section 1.8
Who are the lead managers to the Offer?	The Company has appointed KTM Capital Pty Ltd and Foster Stockbroking Pty Ltd as the Joint Lead Managers to the Offer. The Joint Lead Managers will receive 6% of the value of the Shares placed to their clients under the Offer.	Sections 1.9 and 8.5
Will the Shares issued under the Offer be listed?	The Company will apply to ASX no later than 7 days from the date of this Prospectus for official quotation of the Shares on the ASX under the new code, "1PG".	Section 1.3
What are the tax implications of investing in Shares under the Offer?	The tax consequences of any investment in Shares will depend upon your particular circumstances. Prospective investors should obtain their own tax advice before deciding to invest.	Section 1.20
What is the Company's dividend policy?	<p>The Company does not expect to pay dividends in the near future as its focus will primarily be on using cash reserves to grow and develop the 1-Page business.</p> <p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.</p>	Section 1.17
How do I apply for Shares under the Offer?	Applications for Shares under the Offer must be made by completing an Application Form and must be accompanied by a cheque in Australian dollars for the full amount of the application being \$0.20 per Share. Cheques must be made payable to "InterMet Resources Limited" and should be crossed "Not Negotiable".	Section 1.10

Topic	Summary	More information
When will I receive confirmation that my application has been successful?	It is expected that holding statements will be sent to successful applicants by post on or about 13 October 2014.	Section 1.10
How can I find out more about the Prospectus or the Offer?	Questions relating to the Offer can be directed to the Company on +61 8 9325 7080. Questions relating to applications for Shares can be directed to the Share Registry, Boardroom Pty Limited, on 1300 737 760 (if calling from within Australia) or +61 2 9290 9600 (if calling from outside Australia).	Section 1.21
Board and management		
Who are the Directors of the Company?	<p>The Existing Directors of the Company are:</p> <ul style="list-style-type: none"> • Scott Mison – Non-Executive Director • Andrew Richards – Non-Executive Director • Barnaby Egerton-Warburton – Non-Executive Director <p>On completion of the Offer, changes will be made to the Board, with the retirement of Andrew Richards and Barnaby Egerton-Warburton and the appointment of the Proposed Directors, so that the Board will then comprise:</p> <ul style="list-style-type: none"> • Joanna Weidenmiller – Managing Director • Rusty Rueff – Non-Executive Chairman • Maureen Plavsic – Non-Executive Director • Scott Mison – Non-Executive Director 	Section 7.2
Who are the key management personnel?	<p>From completion of the Proposed Acquisition, the key management personnel of the Company will include:</p> <ul style="list-style-type: none"> • Joanna Weidenmiller – Chief Executive Officer • Justin Baird – Chief Technical Officer & Head of APAC • Jeff Mills – Chief Revenue & Operations Officer • Jeremy Malander – Head of Client Service 	Sections 7.2 and 7.4

Topic	Summary	More information
What are the significant interests of Directors?	<p>The interests of the Existing Directors and Proposed Directors are detailed in Section 7.5.</p> <p>The security holdings of the Existing Directors and Proposed Directors are set out in Section 7.6.</p> <p>Section 7.8 sets out details of related party transactions with the Company from which the Existing Directors or Proposed Directors may benefit.</p>	Sections 7.5, 7.6, and 7.8
Miscellaneous		
What material contracts is the Company a party to?	<p>The material contracts of the Company comprise:</p> <ul style="list-style-type: none"> • the Vendor Agreements with the 1-Page Vendors; • the Loan Agreement with 1-Page; • the employment agreements with each of Joanna Weidenmiller, Justin Baird, Jeff Mills and Jeremy Malander; and • the Joint Lead Managers Mandate with KTM Capital Pty Ltd and Foster Stockbroking Pty Ltd. 	Section 8
What is the financial position of the Company and 1-Page?	<p>Following the change in the nature of its activities, the Company will be focused on developing the 1-Page business. Therefore, the Company's past operational and financial performance will not be of significant relevance to future activities.</p> <p>Section 3.8 contains historical financial information for 1-Page and Section 4 contains pro forma financial information for the Merged Group.</p>	Sections 3.8 and 4
Will any Shares be subject to escrow?	<p>No Shares issued under the Offer will be subject to escrow.</p> <p>Subject to the Company's Shares being reinstated to trading on the ASX, certain Shares, Performance Rights and Options in the Company will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement.</p>	Section 1.13

1. DETAILS OF THE OFFER

1.1 Summary of the Offer

By this Prospectus, the Company offers 42,500,000 New Shares at an offer price of \$0.20 per Share to raise funds of \$8,500,000 (before expenses). The Offer is open to the general public.

The Shares to be issued pursuant to this Prospectus are of the same class and will rank equally in all respects with the existing fully paid ordinary shares in the Company (on a post-Consolidation basis). The rights and liabilities attaching to the Shares are further described in Section 9.1 of the Prospectus.

Applications for Shares must be made on the Application Form accompanying this Prospectus and received by the Company on or before the Closing Date. Persons wishing to apply for Shares should refer to Section 1.10 for further details and instructions.

1.2 Conditional Offer

The Offer under this Prospectus is conditional upon the following events occurring:

- the Company raising the minimum subscription being the full subscription amount of \$8,500,000 under the Offer (refer to Section 1.3);
- Shareholders approving the Ordinary Resolutions to be put to them at the General Meeting to be held on 30 September 2014 (refer to Section 2.4);
- completion of the Proposed Acquisition (refer to Section 2.3); and
- ASX approving the Company's re-compliance with the admission requirements under Chapters 1 and 2 of the ASX Listing Rules (refer to Section 1.4).

If these conditions are not satisfied then the Offer will not proceed and the Company will repay all Application Monies in accordance with the Corporations Act.

1.3 Minimum subscription

The minimum level of subscription for the Offer is 42,500,000 Shares to raise \$8,500,000 (i.e. full subscription). No Share will be issued until the minimum subscription has been received. If the minimum subscription is not received within four months after the date of this Prospectus (or such period as varied by ASIC), the Company will not issue any Shares under this Prospectus and will repay all Application Monies in accordance with the Corporations Act.

1.4 Re-Compliance with Chapters 1 and 2 of the ASX Listing Rules

At the General Meeting, the Company will seek Shareholder approval for, among other things, a change in the nature and scale of the Company's activities. To give effect to these changes, ASX requires the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements.

The Company will be suspended from trading from the time of the General Meeting and will not be reinstated until the Company has satisfied the conditions to the Offer, including re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

There is a risk that the Company may not be able to meet the requirements for re-quotations on the ASX. In the event the conditions to the Offer are not satisfied or the Company does not receive conditional approval for re-quotations on ASX then the Company will not proceed with the Offer and will repay all Application Monies received.

The Company will apply to ASX no later than seven days from the date of this Prospectus for ASX to grant official quotation of the Shares issued pursuant to this Prospectus. If the Shares are not admitted to quotation within three months after the date of this Prospectus, no Shares will be issued and Application Monies will be refunded in full without interest in accordance with the Corporations Act.

Neither ASX nor ASIC take responsibility for the contents of this Prospectus. The fact that ASX may grant official quotation to the Shares issued pursuant to this Prospectus is not to be taken in any way as an indication by ASX as to the merits of the Company or the Shares.

1.5 Purpose of the Offer

The purposes of the Offer are to:

- meet the requirement that the Company re-complies with the ASX's admission requirements in accordance with Chapters 1 and 2 of the ASX Listing Rules;
- provide equity capital to fully commercialise the 1-Page Platform and accelerate the growth of 1-Page including into the US, Asian and Australian markets;
- provide additional funds to enable 1-Page to pursue growth opportunities (both organically and through acquisitions);
- provide 1-Page with access to equity capital markets for future funding needs; and
- enhance the public and financial profile of 1-Page and the Company.

1.6 Proposed use of funds

Assuming that the Offer is fully subscribed, the Company intends to use the funds raised under the Offer as follows:

Use of funds	Amount	%
Sales, marketing and acquisitions	\$4,500,000	52.94%
Product development	\$1,400,000	16.47%
Expenses of the Offer	\$812,155	9.26%
Repayment of debt	\$331,333	3.90%
Working capital	\$1,456,512	17.14%
Total	\$8,500,000	100.00%

The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

The Board is satisfied that upon completion of the Offer, the Company will have sufficient working capital to meet its stated objectives.

The use of further equity funding or share placements will be considered by the Board where it is appropriate to accelerate a specific project.

It is possible that future acquisitions that may be contemplated may exceed the current or projected financial resources of the Company and it is expected that these acquisitions would be funded by project finance and/or equity issues (subject to any required shareholder approvals).

1.7 Capital structure

The proposed pro forma capital structure of the Company following completion of the Offer and the Proposed Acquisition is as follows:

Capital structure	Existing	Post-Completion ¹
Existing Shares on issue	442,799,428	22,139,971
Shares issued on exercise of existing Options ²	-	3,855,054
Shares to be issued under the Offer ³	-	42,500,000
Shares to be issued to 1-Page Vendors ⁴	-	50,000,000
Shares to be issued for Introductory Fee ⁵	-	1,000,000
Shares to be issued to satisfy debt ⁶	-	556,655
Total Shares	442,799,428	120,051,680
Existing Options on issue ⁷	77,101,074	-
New Options to Existing Directors ⁸	-	450,000
New Options to advisers ⁹	-	10,000,000
Staff Options to 1-Page staff ¹⁰	-	3,344,110
Performance Rights ¹¹	-	15,000,000
Fully diluted Share capital	519,900,502	148,845,790

Notes:

- Assumes that the Consolidation of the Company's capital on a 1 for 20 basis has taken effect. The exact number of Shares on issue is subject to the rounding effects of the Consolidation.
- Assumes that all Options on issue at the date of this Prospectus are exercised and that, as a result, an additional 3,855,054 Shares are issued on a post-Consolidation basis (subject to rounding) (see note 7 below).
- Assumes that that Offer is fully subscribed.
- These Shares are to be issued in consideration of the Company acquiring all of the securities in 1-Page. See Sections 2.3 and 8.2 for further information.
- These Shares are to be issued to Gruppe Stemmermann Pty Ltd in payment of the Introductory Fee.
- In accordance with the Option Agreement, these Shares are to be issued to Joanna Weidenmiller in satisfaction of the US\$102,854 in debt owing by 1-Page to Ms Weidenmiller.
- The existing Options are exercisable at \$0.01 each and will expire within 2 weeks of the date of the notice of meeting convening the General Meeting (i.e. on or about 12 September 2014). The above table assumes that all of these Options will be exercised given that the closing price of the Company's Shares on 20 August 2014 was \$0.30 per Share (on a post-Consolidation basis).
- New Options have an issue price of \$0.001, an exercise price of \$0.20 and an expiry date of 1 August 2019 (see Section 9.2 for full terms). 150,000 New Options are to be issued to each of the Existing Directors for their performances since being appointed to the Board on 17 January 2013.

9. New Options have an issue price of \$0.001, an exercise price of \$0.20 and an expiry date of 1 August 2019 (see Section 9.2 for full terms). These New Options are to be issued to certain advisers in accordance with the Joint Lead Managers Mandate. See Section 8.5 for further information.
10. Staff Options have an exercise price of \$0.20 and varying expiry and vesting dates (see Section 9.3 for full terms). These Staff Options are to be issued to staff members of 1-Page as part of their remuneration.
11. As contemplated by the Option Agreement, the Company proposes to allocate 5,000,000 Class A Performance Rights, 5,000,000 Class B Performance Rights and 5,000,000 Class C Performance Rights under the Performance Rights Plan (see Section 9.4 for full terms of the Performance Rights, and Section 9.5 for a summary of the Performance Rights Plan). Of these Performance Rights, Joanna Weidenmiller will receive 2,000,000 Class A Performance Rights, 2,000,000 Class B Performance Rights and 2,000,000 Class C Performance Rights as part of her remuneration package (see Section 8.4 for further information). The balance of the Performance Rights will be allocated to new or existing staff members of the Company or 1-Page under the Performance Rights Plan.

1.8 No underwriting

The Offer is not underwritten.

1.9 Joint Lead Managers

The Company has appointed KTM Capital Pty Ltd and Foster Stockbroking Pty Ltd as the Joint Lead Manager to the Offer. The Joint Lead Managers will receive 6% of the value of the Shares placed to their clients under the Offer. A summary of the mandate for the Joint Lead Managers is set out in Section 8.5.

1.10 Applications

Applications for Shares under the Offer can only be made using the Application Form accompanying this Prospectus. The Application Form must be completed in accordance with the instructions set out on the back of the form.

Applications under the Offer must be for a minimum of 10,000 Shares (\$2,000) and then in increments of 2,500 Shares (\$500). No brokerage, stamp duty or other costs are payable by applicants. Cheques must be made payable to "InterMet Resources Limited" and should be crossed "Not Negotiable". All Application Monies will be paid into a trust account.

Completed Application Forms and accompanying cheques must be received by the Company before 5.00pm WST on the Closing Date by either being delivered to, or posted to, the following address:

Delivered to:

InterMet Resources Limited
Level 2, 23 Barrack Street
PERTH WA 6000

Mailed to:

InterMet Resources Limited
PO Box 285
WEST PERTH WA 6872

Applicants are urged to lodge their Application Forms as soon as possible as the Offer may close early without notice.

An original, completed and lodged Application Form for Shares together with a cheque for the Application Monies, constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Application Form. The Application Form does not need to be signed to be valid. If the Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may be treated by the Company as valid. The Directors' decision as to whether to treat such an application as valid and how to construe amend or complete the Application Form is final however an applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the Application Monies.

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the allotment and issue of Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

1.11 Allocation and allotment of Shares

The Directors (in conjunction with the Joint Lead Managers) reserve the right to reject any application or to allot a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no allotment is made, the surplus Application Monies will be promptly refunded without interest.

Subject to ASX granting approval for quotation of the Shares, the allotment of Shares will occur as soon as practicable after the Offer closes. Holding statements will be dispatched as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the Shares.

Applicants who sell the Shares before they receive their holding statement will do so at their own risk.

1.12 Application Monies to be held in trust

The Application Monies for Shares to be issued pursuant to the Offer will be held in a separate bank account on behalf of applicants until the Shares are allotted. If the New Shares to be issued under this Prospectus are not admitted to quotation within a period of three months from the date of this Prospectus, the Application Monies will be refunded in full without interest, and any Shares issued will be deemed to be void. All interest earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

1.13 Escrow arrangements

Subject to the Company's Shares being reinstated to trading on the ASX, certain Shares, Options and Performance Rights in the Company will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement. During the period in which these securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

The securities likely to be subject to escrow are Shares, Options and Performance Rights to be issued to 1-Page Vendors and promoters of the Company (as defined in the ASX Listing Rules).

Prior to the Company's Shares being reinstated to trading on the ASX, the Company will enter into escrow agreements with the recipients of the restricted securities in accordance with Chapter 9 of the ASX Listing Rules, and the Company will announce to ASX full details (quantity and duration) of the Shares, Options and Performance Rights required to be held in escrow.

1.14 Chess and issuer sponsorship

The Company participates in CHESS. All trading on the ASX in existing Shares is, and in new Shares will be, settled through CHESS. ASX Settlement, a wholly-owned subsidiary of the ASX, operates CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules. On behalf of the Company, the Share Registry operates an electronic issuer sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of securities.

Under CHESS, the Company does not issue certificates to Shareholders. Rather, holding statements (similar to bank statements) will be sent to Shareholders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for Shareholders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for Shareholders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of existing Shares (where applicable) and the number of new Shares allotted under this Prospectus and provide details of a Shareholder's Holder Identification Number (for Shareholders who elect to hold Shares on the CHESS sub-register) or Shareholder Reference Number (for Shareholders who elect to hold their Shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each Shareholder at the end of each month in which there is a transaction on their holding, as required by the ASX Listing Rules.

1.15 Risks

As with any share investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 6 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.16 Overseas investors

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit a public offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals for the issue to them of Shares offered pursuant to this Prospectus.

Hong Kong

WARNING: The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this document, you should obtain Independent professional advice.

The Shares have not been offered or sold and will not be offered or sold in Hong Kong by means of any document other than: (i) to “*professional investors*” as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (**SFO**) and any rules made under that ordinance; or (ii) in other circumstances which do not result in the document being a “*prospectus*” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (**CO**) or which do not constitute an offer to the public within the meaning of that ordinance.

This document is only distributed in Hong Kong to professional investors as defined in the SFO and any rules made under that ordinance. This document has not been, and will not be, registered as a prospectus under the CO.

Further no person shall issue or have in its possession for the purpose of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Shares which are, or are intended to be, disposed of only to persons outside Hong Kong or only to “*professional investors*” as defined in the SFO and any rules made under that ordinance. This document and the information contained in it may not be used other than by the person to whom it is addressed and may not be reproduced in any form or transferred to any person in Hong Kong. No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under section 274 of the Securities and Futures Act (Chapter 289) of Singapore (the SFA), (ii) to a relevant person pursuant to section 275(1) of the SFA, or any person pursuant to section 275(1A) of the SFA, and, in each case, in accordance with the conditions specified in section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

By accepting this document, you: (a) represent and warrant that you are (i) an “*institutional investor*” (as defined in section 4A(1)(c) of the SFA) or (ii) a “*relevant person*” (as defined in section 275(2) of the SFA) or a person to whom an offer is being made, as referred to in section 275(1A) of the SFA; and (b) agree to be bound by the disclaimers, limitations and restrictions described herein. In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United States of America

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

1.17 Dividend policy

The Company does not expect to pay dividends in the near future as its focus will primarily be on using cash reserves to grow and develop the 1-Page business both organically and via acquisitions. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.

1.18 Forecasts

There are significant uncertainties associated with forecasting future revenues and expenses of the Company. In light of uncertainty as to timing and outcome of the Company's growth strategies and the general nature of the industry in which the Company will operate, as well as uncertain macro market and economic conditions in the Company's markets, the Company's performance in any future period cannot be reliably estimated. On these bases and after considering ASIC Regulatory Guide 170, the Directors do not believe that they have a reasonable basis to reliably forecast future earnings and accordingly forecast financials are not included in this Prospectus.

1.19 Privacy disclosure

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific shareholders can be obtained by that shareholder through contacting the Company or the Share Registry.

1.20 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisers. Neither the Company nor any of its Directors or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

1.21 Enquiries

This is an important document and should be read in its entirety. Investors should consult with their professional advisers before deciding whether to apply for shares under this Prospectus. Any investment in the Company under this Prospectus should be considered highly speculative.

Questions relating to the Offer can be directed to the Company on +61 8 9325 7080.

Questions relating to the completion of an Application Form can be directed to the Share Registry on 1300 737 760 (if calling from within Australia) or +61 2 9290 9600 (if calling from outside Australia).

2. OVERVIEW OF THE COMPANY AND THE PROPOSED ACQUISITION

2.1 The Company

The Company was incorporated on 21 December 2004 and listed on the ASX on 20 April 2006. The Company has previously focused on mineral exploration in Australia and Indonesia.

The Company currently holds a 100% interest in the mining tenements set out in the table below.

Tenement	Type	Location	Prospective for
EPA 17097	Exploration permit	Queensland	Gold
E53/1732	Exploration licence	Western Australia	Nickel
E53/1733	Exploration licence	Western Australia	Nickel
EL4944	Exploration licence	Victoria	Tungsten

Due to difficult market conditions in the mining and exploration sector, the Company has been evaluating high quality and value adding investment opportunities outside the commodities industry to take advantage of global market trends and maximise the value of its Shares.

2.2 Corporate structure

The Company has the following wholly owned Australian subsidiaries:

- Lancaster Resources Pty Ltd;
- International Metals Pty Ltd;
- International Metals (Qld) Pty Ltd; and
- International Metals (Burra) Pty Ltd.

The Company has also recently incorporated a new wholly owned US based subsidiary, One-Page Acquisition Corp., through which the Company proposes to acquire 1-Page. See Section 2.5 for further information.

2.3 Proposed Acquisition

On 9 April 2014, the Company announced that it has entered into an option agreement with The One-Page Company, Inc. (**1-Page**) and the Founding 1-Page Vendors, under which the Company was granted an option to acquire 1-Page – a human resources technology company. The option was structured such that the Founding 1-Page Vendors granted the Company an option to acquire all of their securities in 1-Page and, if the option were exercised, they would use their reasonable endeavours to procure that all other 1-Page

Vendors sell their securities in 1-Page to the Company. The key terms of the Option Agreement are summarised in Section 8.2.

On 22 May 2014, the Company announced that it had exercised the option having completed its due diligence into 1-Page. In addition, the Company announced that it had completed a placement to raise \$400,000 (before costs) by issuing Shares at \$0.008 each (on a pre-Consolidation basis). These funds have been and continue to be applied towards the costs associated with completing the Proposed Acquisition and to fund 1-Page's short term working capital requirements (via the Loan Agreement).

The Company has entered into letter agreements with the remaining 1-Page Vendors as summarised in Section 8.2. The acquisition of 1-Page by the Company will be conducted by way of a merger process in accordance with the laws of the state of Delaware in the USA, whereby all of the existing securities in 1-Page will be exchanged for the Consideration Shares, and 1-Page will become a wholly owned subsidiary of the Company. Due to the transaction being conducted via merger rather than a private treaty, the parties have not entered into a formal sale and purchase agreement containing comprehensive warranties. Please refer to Section 2.5 for further information on the merger.

The Company will convene the General Meeting on 30 September 2014 to seek the approval of its Shareholders to, among other things, the acquisition of 1-Page and the change in the nature and scale of the Company's business and operations to enable the Company to focus on developing opportunities in the human resources technology sector. Please refer to Section 2.4 for further information on the General Meeting.

As a result of the Proposed Acquisition, the Company will change the nature of its activities from a mineral exploration company to a human resources technology company. Accordingly, ASX has determined that, in order to complete the Proposed Acquisition, the Company must re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX. A primary purpose of this Prospectus is therefore to re-comply with the admission requirements under the ASX Listing Rules.

If the Proposed Acquisition completes, the Company will either sell or relinquish its mining tenements and they will cease to form part of the assets of the Company.

2.4 General Meeting

The General Meeting will be held on 30 September 2014 to seek Shareholder approval to the following resolutions:

- **Capital Consolidation:** The Company consolidating its issued capital on a 1 for 20 basis. This will reduce the number of Shares on issue from 519,900,502 (assuming that all existing Options are exercised – see Section 1.7 for further information) to 25,995,025, subject to rounding.
- **Change in nature and scale:** The Company changing the nature and scale of its activities as a result of the Proposed Acquisition. Upon completion of the Proposed Acquisition, the Company will effectively change from a mineral exploration company to a human resources technology company.
- **Issue of Consideration Shares to the 1-Page Vendors:** The Company issuing 50,000,000 Shares to the 1-Page Vendors in consideration of acquiring 100% of the securities in 1-Page. Takeover approval is being sought as the 1-Page Vendors together will hold more than 20% of the voting shares in the Company

upon being issued the Consideration Shares. However, it is not considered that the 1-Page Vendors will be associates of one another in relation to the Company following completion.

- **Offer:** The Company offering 42,500,000 Shares to the public under this Prospectus to raise up to \$8,500,000 before costs.
- **Right to apply for Shares under the Offer:** Each Existing Director and Maureen Plavsic (who is a Proposed Director) being entitled to apply for, and be issued, up to 250,000 Shares pursuant to the Offer.
- **Change of name:** The Company changing its name from “InterMet Resources Limited” to “1-Page Limited”. The change of name will take effect from the date ASIC records the details of the change.
- **Appointment of the Proposed Directors:** The appointment of Joanna Weidenmiller, Rusty Rueff and Maureen Plavsic to the Board from completion of the Proposed Acquisition. Please see Section 7.2 for details on the Proposed Directors.
- **Approval of Performance Rights Plan:** The Company granting performance rights and issuing Shares on performance rights vesting under the Performance Rights Plan. Please refer to Section 9.5 for a summary of the Performance Rights Plan.
- **Grant of Performance Rights to Joanna Weidenmiller:** The Company granting 2,000,000 Class A Performance Rights, 2,000,000 Class B Performance Rights and 2,000,000 Class C Performance Rights in accordance to Joanna Weidenmiller under her employment agreement and the Performance Rights Plan. Please refer to Section 9.4 for the terms of each class of Performance Rights.
- **Issue of Staff Options to 1-Page staff members:** The Company issuing 3,344,110 Staff Options to certain staff members of 1-Page as part of their remuneration. Each Staff Option will be exercisable at \$0.20 however they will have varying vesting and expiry dates based on the commencement date of the staff member’s engagement with 1-Page. Please refer to Section 9.3 for the terms of each class of Staff Options.
- **Issue of New Options to advisers:** The Company issuing 10,000,000 New Options to certain advisers of the Company. The New Options will each have an issue price of \$0.001, an exercise price of \$0.20 and an expiry date of 1 August 2019. Please refer to Section 9.2 for the terms of the New Options.
- **Issue of New Options to the Existing Directors:** The Company issuing 150,000 New Options to each Existing Director in recognition of their performance since being appointed to the Board on 17 January 2013. The New Options will each have an issue price of \$0.001, an exercise price of \$0.20 and an expiry date of 1 August 2019. Please refer to Section 9.2 for the terms of the New Options.
- **Issue of Shares for Introductory Fee:** The Company issuing 1,000,000 Shares to Gruppe Stemmermann Pty Ltd in payment of its fee for introducing 1-Page as an acquisition target to the Company.

- **Issue of Shares to satisfy debt:** The Company issuing 556,655 Shares to Joanna Weidenmiller to discharge US\$102,854 in debt owing by 1-Page to Ms Weidenmiller.
- **Increase in maximum amount payable to non-executive Directors:** The Company increasing the maximum aggregate amount of directors' fees that may be paid to non-executive Directors from AU\$180,000 to US\$300,000 per annum.

2.5 Delaware law “merger”

The acquisition of 1-Page by the Company is being implemented by way of a Delaware law “merger”. For the purposes of this merger process, the Company has incorporated a Delaware based subsidiary named One-Page Acquisition Corp. (**US Subsidiary**). To assist the 1-Page Vendors with obtaining the equivalent of “roll over relief” in the USA and to effect the merger in accordance with Delaware law, the Company will issue the Consideration Shares to the US Subsidiary and, immediately following such issue, 1-Page and the US Subsidiary will “merge”. As a result of this, 1-Page will continue to exist (as a wholly owned subsidiary of the Company), the US Subsidiary will cease to exist, and the Consideration Shares will immediately be distributed to the 1-Page Vendors.

The US Subsidiary is only likely to hold the Consideration Shares for approximately one day. It will mean that the Company will have issued its Shares to an entity it controls (being a wholly owned subsidiary). The Consideration Shares will only be issued as part of the final procedural steps to implement the acquisition of 1-Page. All other substantive conditions precedent for completion of the Proposed Acquisition (including all Shareholder approvals) will be satisfied by the time the Consideration Shares are proposed to be issued. If any other conditions are not satisfied, the acquisition will not proceed and the Consideration Shares simply will not be issued.

The Company is in the process of obtaining ASIC relief to enable it to issue the Consideration Shares to the US Subsidiary without contravening section 259C(1) (which restricts a company from issuing shares to an entity it controls) or 606(1) (which restricts a person from acquiring more than 20% of a listed company) of the Corporations Act. Completion of the Option Agreement is effectively conditional on the Company obtaining this relief from ASIC due to the condition precedent requiring the parties to obtain all necessary regulatory approvals. Accordingly, if the Company is unable to obtain the ASIC relief then the Option Agreement may be terminated and the Offer will not proceed.

3. OVERVIEW OF 1-PAGE AND ITS BUSINESS

3.1 The One-Page Company, Inc.

In 2002, Patrick G. Riley published “The One-Page Proposal” which became a bestselling self-help book in North America, China, Japan, and Korea. The book describes how Mr Riley succeeded in helping businesses around the world by using one-page job proposals for recruitment purposes. In December 2011, Mr Riley and Joanna Weidenmiller co-founded The One-Page Company, Inc. (**1-Page**) – a Delaware corporation based in San Francisco, USA.

Mr Riley and Ms Weidenmiller’s goal was to take the successful approach and principles set out in the book and leverage technology to tackle one of the largest demographics with the biggest communication problem: companies and job seekers. In doing so, 1-Page developed a new system for job seekers to pitch their value in the form of a one-page job proposal, and for companies to hire talent beyond resumes.

1-Page provides an Enterprise Challenge-based Engagement and Assessment Platform (**1-Page Platform**) that gamifies hiring. With 1-Page, companies engage candidates to compete for jobs based on their ability to solve real-time business challenges based on achieving the company’s strategic objectives. The candidate’s ability to pitch their value to the company for that specific role, and propose their solution on a one-page job proposal, is at the core of the 1-Page recruitment process.

Organisations can use 1-Page’s cloud-based platform for:

- hiring;
- internal promotion; and
- open-source innovation.

1-Page offers its solutions as a subscription-based service for which customers pay a recurring fee during the subscription term plus a fee per proposal it receives (i.e. a submitted application). As at the date of this Prospectus, 1-Page’s customer base includes 14 enterprises (1,000 or more employees) and 15 small to medium sized businesses (500 or less employees).

3.2 Human capital

Human capital can be a major expense for organisations and is often their most important asset. With a global labour force of approximately 3.3 billion people (source: International Labour Office, 2012), it is estimated that the human resources and recruitment services industry generated revenue of \$610 billion worldwide in 2013 (source: IBISWorld, 2014).

Organisations face a number of key challenges in maximising the productivity of their internal and external human capital, including the following:

- **Acquiring talent:** Job recruiting has evolved from more traditional application processes such as inbound resume submissions and job board postings. The rise of the internet and social media has increased the visibility of businesses, resulting in exponential growth in job applications, and a much wider range of sources from

which the applications derive. The volume of applications received by an organisation can be overwhelming and obstructive to its talent acquisition processes.

- **Developing talent:** Effectively developing new hires and training employees throughout their careers to achieve their full potential can be challenging for organisations, particularly with the millennial generation (Gen-Y) whose ambitions and motivations do not necessarily align with those of previous generations. Challenges may also be faced in having a geographically disbursed workforce, or as a result of regulatory compliance requirements.
- **Engaging employees:** Organisations are required to connect with employees at all levels and in all locations of the organisation to keep them motivated, which has become more difficult with the rise of globalisation and telecommuting.
- **Improving business execution:** Organisations are challenged with ensuring the effective alignment of employee behaviour with its objectives through goal management, employee assessment and development, and by linking remuneration to performance.
- **Building a leadership pipeline:** Identifying, grooming and retaining individuals for leadership positions at all levels and across all parts of the organisation has become an acute challenge for organisations with the growing mobility and turnover of employees and the impending retirements of the baby boomer generation.
- **Integrating with the extended enterprise of customers, vendors and distributors:** Organisations are challenged with delivering training, certification programs and resources to its network of customers, vendors, distributors and other third parties. This has become increasingly difficult due to factors such as the reliance on multiple programs to manage organisations, the rise of outsourcing and increasing globalisation.

Until the advent of software technology in the 1970s, written tracking systems were the only solution available for managing human capital. Software-based products such as spreadsheet-based tracking systems, custom-built software applications, third-party human resource information systems and third-party software applications provided by on-premise software vendors gradually became available.

More recently, software as a service (**SaaS**) vendors dedicated to providing talent management software have emerged. Just as organisations are increasingly choosing SaaS solutions for business applications (such as sales force management), they are also increasingly adopting SaaS talent management solutions.

Many of the existing talent management software products suffer from one or more of the following shortcomings:

- **Narrow functionality:** As they only address specific stages of the employee lifecycle, many solutions lack sufficient breadth of functionality to maximise employee productivity effectively.
- **Limited configurability:** Most solutions are rigid and limit the ability of organisations to match their diverse workflows or to adopt their desired talent management practices.

- **Difficult to use:** Inputting, updating, analysing and sharing information is often cumbersome, resulting in low employee adoption and usage.
- **Costly to deploy, maintain and upgrade:** Hosted or on-premise products require significant expense and time to deploy as well as requiring ongoing costs associated with IT support, network infrastructure, maintenance and upgrades.
- **Inability to scale:** Many solutions are designed to support the needs of smaller organisations and have difficulty meeting the complex functional requirements or sizeable infrastructure demands of larger enterprises.

3.3 Resume-based hiring and its limits

The introduction of talent acquisition software has helped to systemise and speed up recruiting tasks such as receiving, storing and processing resumes. There has been little change in the hiring process over the years in that it is still largely based on a candidate submitting a resume to an organisation outlining its experience, credentials and achievements. Current filtering technologies known as Applicant Tracking Systems (ATS) use keyword-processing functionalities to identify the best candidates among all applicants, based on past experience and other descriptive data regarding the candidate.

The limits of the resume-based hiring process can be described as follows:

- **Quantity:** It can be common for job seekers to simply “spam” companies with excessive amounts of job applications regardless of whether or not they have the requisite qualifications or experience. There is generally no commitment from the applicant as the hiring process will only require them to submit a list of past accomplishments. This can be a particular problem during periods of high unemployment.
- **Quality:** Resumes are generally backward looking and lack innovative solutions and ideas for the future. This restricts the ability of a hiring organisation to make a recruitment decision based on forward looking and predictive data.

3.4 Overview of 1-Page’s product and technology

The 1-Page Platform

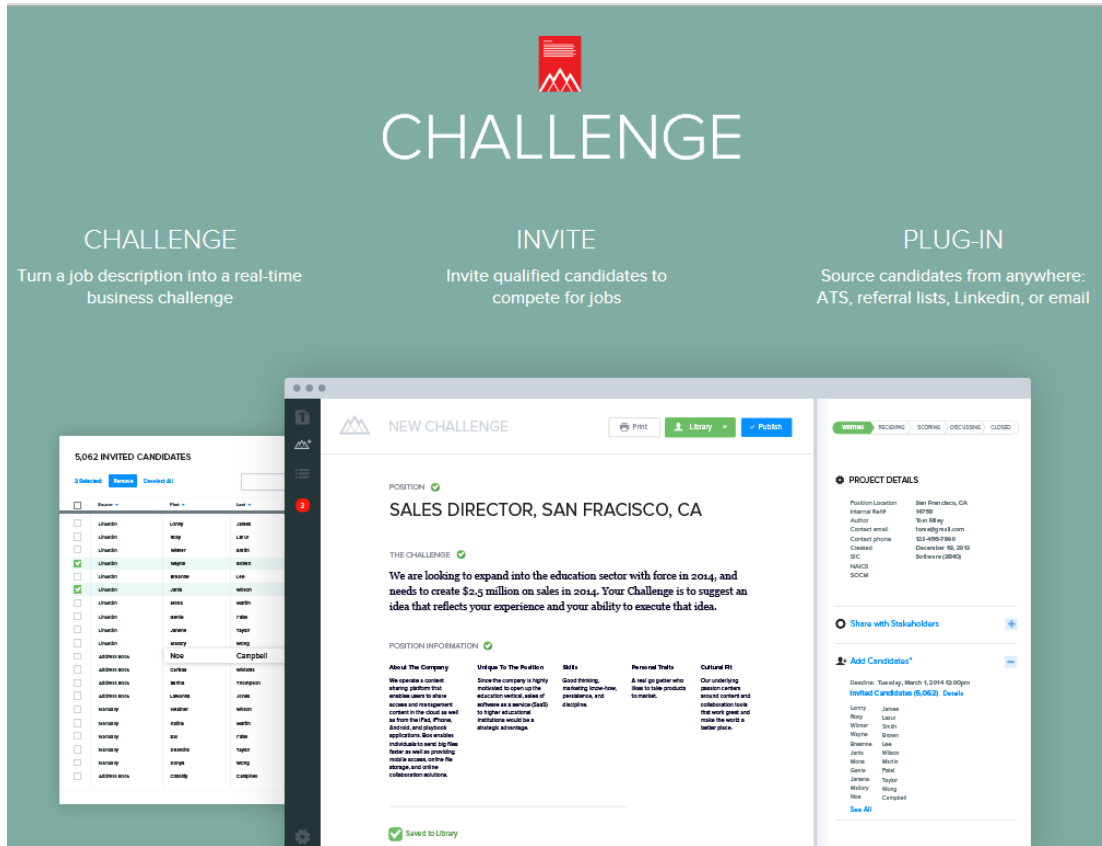
1-Page’s flagship product is its Enterprise Challenge-based Assessment and Engagement Platform (**1-Page Platform**). The 1-Page Platform is a human resources tool which enables companies to individually rank and prioritise candidates for employment positions based on their ability to solve real-time business challenges and achieve strategic objectives.

The 1-Page Platform identifies and challenges candidates to deliver a one-page job proposal based on a role specific issue or challenge. It then applies new predictive data to rank the most suitable candidates for interviewing. By streamlining the recruitment process and identifying candidates who display the greatest desire and capacity for a role, the 1-Page Platform is aimed at greatly reducing talent acquisition costs and significantly increasing employment retention rates for enterprises – particularly those with large staffing requirements.

The key features of the 1-Page Platform are described as follows:

1. Challenge created and delivered

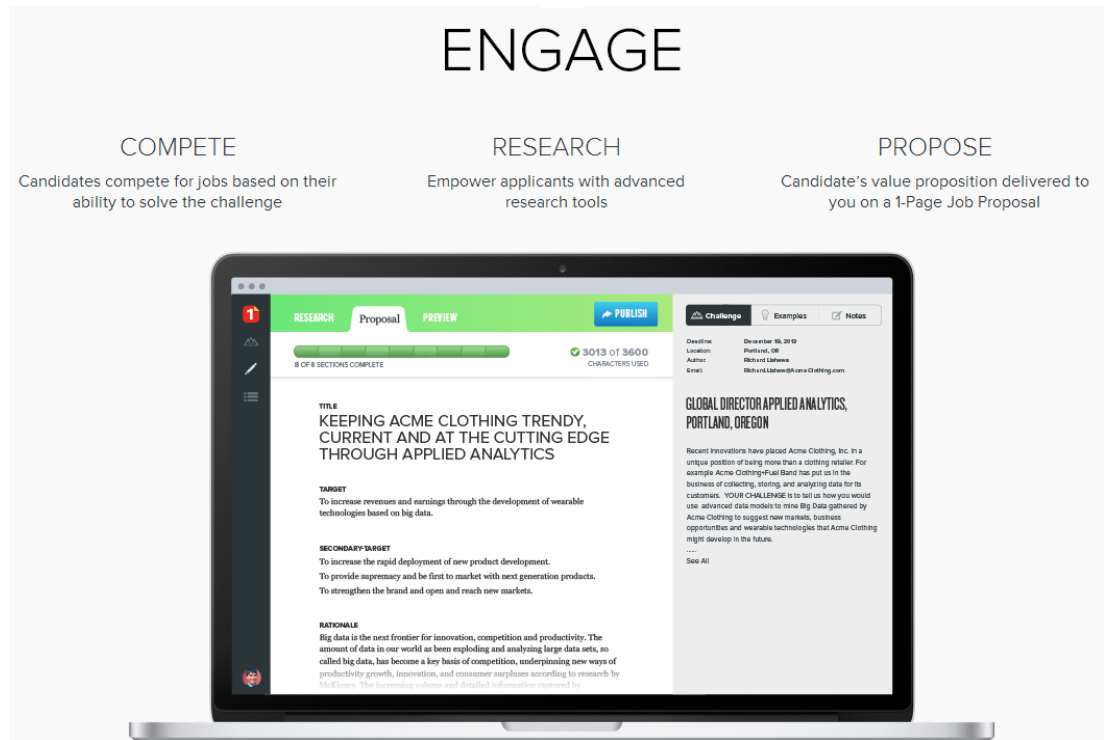
Job-descriptions are replaced with real-time challenges based on the needs of the business and strategic objectives of the role.



The above image depicts a challenge for a Sales Director in San Francisco as it appears on the 1-Page Platform.

2. Candidates compete with job proposals

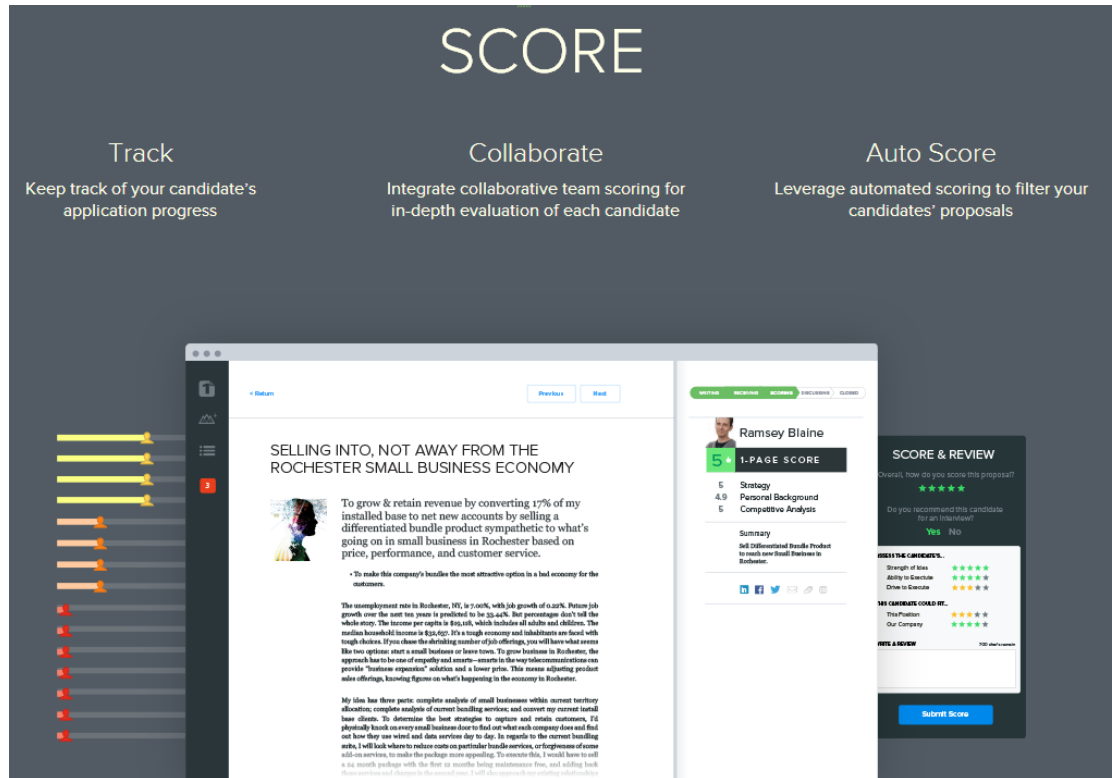
Hiring is gamified and candidates are engaged to solve business challenges with a winning one-page job proposal.



The above image shows a candidate's dashboard and proposal writing tool which includes a guide, examples, note section and research functionalities for a complete and engaging candidate experience.

3. Proposals scored and analysed

Candidates progress in real-time via a dashboard with automatic re-invite capability and scoring tools.



The above image shows the proposal scoring page from the view of the hirer. Live candidate tracking enables organisations to monitor the challenge status and the candidate's response rate.

Automated and collaborative scoring

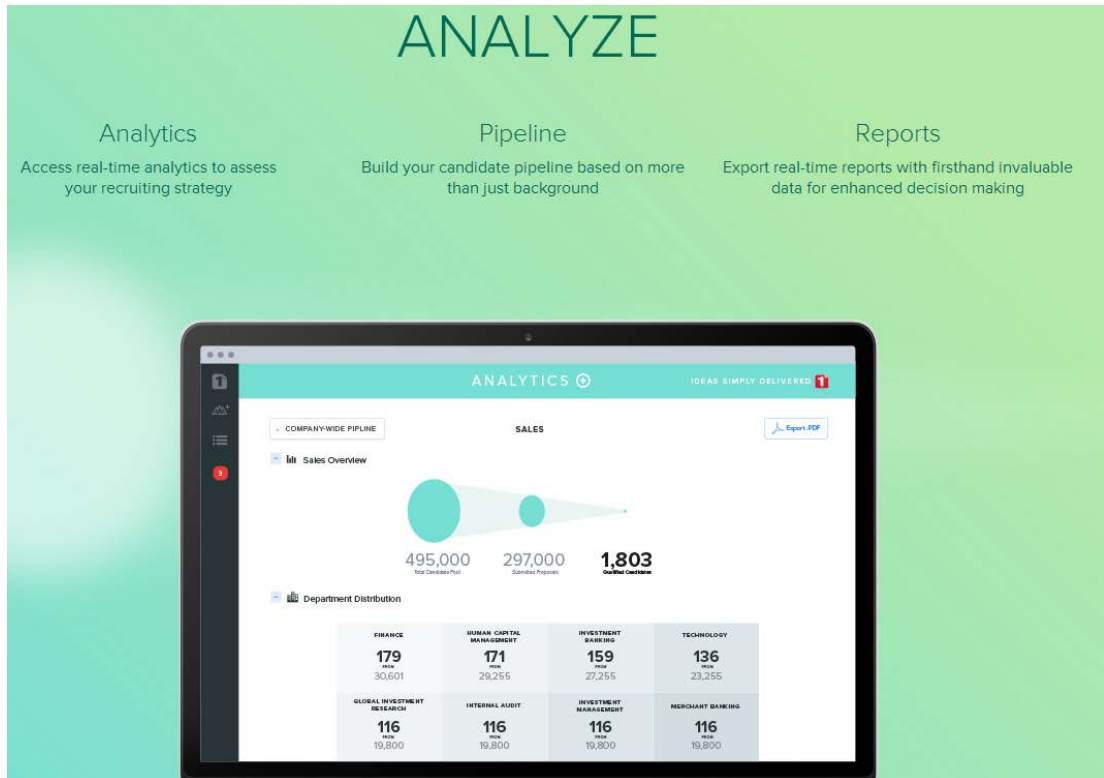
1-Page provides both automated scoring and collaborative scoring. On a large scale, companies can leverage 1-Page's automated filtering system, which is a powerful natural language processing (NLP) driven algorithm that includes techniques such as sentence segmentation, stemming, part-of-speech-tagging, term-frequency and inverse document frequency statistics. 1-Page's NLP empowered algorithm is designed to score proposals more accurately and quickly than a human is able to.

1-Page has developed its powerful algorithm working closely with professionals in human resources and data scientists, to enable the module to score and rank a large volume of proposals received. Customers have the ability to customise the scoring algorithm based on the specific requirements of the role.

When proposals are being received, companies can also use 1-Page's collaborative scoring system. This feature enables all decision makers involved in the hiring process to access and score proposals, making notes and comments, and then select the top candidates for the interview.

4. Predictive data for enhanced decision-making on talent

The 1-Page Platform uses 1-Page's algorithms (patent pending) and natural language processing technology to identify the top candidates.



The above image depicts the analytics dashboard which enables organisations to access predictive data for enhanced decision-making on talent and export reports.

The SaaS model

1-Page delivers the 1-Page Platform to customers via its innovative, cloud-based human resources software as a service (**SaaS**) platform. 1-Page's on-demand SaaS can be implemented, accessed and used by its customers remotely through an internet connection, a standard web browser and a variety of other access points such as smart phones, hand-held devices, and productivity tools (such as Microsoft Outlook).

1-Page hosts and maintains its own product, thereby eliminating the need for customers to incur the time, risk, headcount and costs associated with installing and maintaining applications within their own information technology infrastructure. As a result, 1-Page's product requires less initial investment in third-party software, hardware and implementation services, and have lower ongoing support costs than traditional enterprise software.

The SaaS model also allows advanced information technology infrastructure management, security, disaster recovery and other best practices to be leveraged by smaller customers that might not otherwise be able to implement such practices in their own information technology environments.

The 1-Page Platform has been designed and developed for delivery via the SaaS model. The SaaS delivery model also enables 1-Page to take advantage of operational

efficiencies. Since updates and upgrades to its product are managed by 1-Page on behalf of its customers, it is able to implement improvements in a more rapid and uniform way. As a result, 1-Page is required to support fewer old versions of its product, allowing its development resources to focus more effort on innovative new products.

3.5 Key assets of 1-Page

1-Page's primary assets are its intellectual property. It relies on a combination of trademark, patent and copyright laws in the United State of America to protect its proprietary technologies and brand.

Trademarks

1-Page owns the following USA trademark registrations:



-

1 and design

US Registration No. 4,335,309

Registered on 14 May 2013

International Class 35

- **IDEAS SIMPLY DELIVERED**

US Registration No. 4,425,912

Registered on 29 October 2013

International Class 35

In addition, 1-Page owns the following USA trademark application:

- **DECIDE TO BE GREAT**

US Serial No. 85/864,643

Application filed on 1 March 2013

Class 35

The trademarks listed above cover the following services:

Providing career and employment related services, namely, providing an online non-downloadable Internet based application for creating employment and career-related proposals and related documents; providing an interactive website that features technology that enables the dissemination of employment and career-related proposals and related documents.

Patents

The functionality of 1-Page’s technology may be protectable through patent protection. The patent application process for a utility patent in the US is expected to take approximately 3 to 5 years. There is no guarantee that a patent application will be granted or be held valid and enforceable after grant. The patent application will initially provide for a utility patent that would remain in force for up to 20 years if granted and all annuities are paid.

A granted patent would enable the patent owner, or a person authorised by the patentee (such as an exclusive licensee), to exclude others from making, using, or selling the patented invention within the US. Such a patent would not only help to protect market share and add a valuable asset to the business, it would also provide a vehicle through which licenses to third parties can be granted to have authorised access to the patented technology.

1-Page has entitlement to the following patent applications:

Ref. No.	Country	Title	Serial No.	Filing date	Status
ONEPP001	USA	System and Method for Creation and Distribution of Proposals for Action	13/864,446	17 April 2013	Pending
ONEPP002	USA	Request for Proposal Authoring	13/915,738	12 June 2013	Pending
ONEPP003	USA	Proposal System	13/915,754	12 June 2013	Pending
ONEPP005	USA	Proposal Evaluation System	13/915,763	12 June 2013	Pending
ONEPP006	USA	Proposal System Access Policy Enforcement	13/915,768	12 June 2013	Pending

Algorithm (copyright protected)

At the heart of the 1-Page Platform is 1-Page’s proven algorithm (i.e. the procedure and ordered set of rules for calculation or problem-solving). The relevant problem is the effective communication between two human beings of a value proposition that can be acted on, which the algorithm can determine with a yes or no answer.

While the algorithm itself is copyright protected (the code is covered by the copyright in the book “The One-Page Proposal” published by Harper Collins in 2002, the rights of which

have been assigned to 1-Page), it is not on its face patentable. Generally a patent is not available for an algorithm itself, but for a novel method of solving a useful problem. The derived process – the 1-Page Platform and its application – is the subject of the patent applications referred to above.

Domain name

1-Page is the registered holder of the following domain name:

- 1-page.com

3.6 Business model

Following completion of the Offer, the Company will focus on growing 1-Page's business and fully commercialising the 1-Page Platform by prioritising funds towards sales and marketing. The Company's initial focus will be to generate sales in the US, Asian and Australian markets.

The Company's revenue model will consist of charging customers a monthly service fee plus a fee per proposal it receives (i.e. a submitted application), depending on the size of the customer's business. 1-Page's current customer base ranges in size from large, global organisations to small private companies and individuals.

In addition to growing its business organically through sales and marketing, the Company will consider opportunities for growth through acquisitions of competitors and complementary businesses.

Ultimately, the Company aims to become the leading provider of cloud-based proposal software solutions to organisations and to create a proposal marketplace for organisations to engage applicants. While its initial focus will be in the job recruitment market, the Company will consider expanding into other markets as opportunities present themselves.

3.7 Clients of 1-Page

1-Page is currently generating revenue from a growing base of clients, including those referred to below.

First Republic Bank

Founded in 1985, First Republic Bank and its subsidiaries offer private banking, private business banking and private wealth management, including investment, trust and brokerage services. They employ over 2,000 employees and have offices in San Francisco, Palo Alto, Los Angeles, Santa Barbara, Newport Beach, San Diego, Portland, Boston, Palm Beach, Greenwich and New York City.

UST Global®

UST Global was established in 1998 and is a leading provider of end-to-end IT services and solutions for large companies. It employs over 14,000 people and has operations in USA, India, Mexico, Spain, UK, Malaysia, Philippines, and Singapore.

Alex Lee Inc.

Alex Lee Inc. is one of America's largest private companies with over 10,000 employees. This privately held family business is a diversified holding company with three primary food distribution and retail operating companies servicing North and South Carolina, Virginia, West Virginia, Georgia, Alabama, Florida, Tennessee, Ohio, Pennsylvania and Kentucky. The two primary operating companies are Merchants Distributors (wholesale grocery distributor) and Lowe's Foods, LLC (grocery retailer with over 100 stores).

BevMO!

BevMO! is a leading alcoholic beverage-lifestyle specialty retailer with over 150 stores and over 5,000 employees in the USA.

Orange (Silicon Valley)

Orange Silicon Valley (**OSV**), the San Francisco Bay Area office of global telecommunications operator Orange SA, has signed a contract with 1-Page as part of its drive to attract talented Silicon Valley staff. Orange SA has a global workforce of 168,000 employees.

3.8 1-Page financial information

Basis of preparation

The 1-Page historical financial information provided in this Section 3.8 has been prepared in accordance with the recognition and measurement principles of applicable Australian Accounting Standards.

1-Page's financial statements for the year ended 31 December 2013 (including the comparatives for the year ended 31 December 2012) have been audited by PricewaterhouseCoopers who has issued a modified audit opinion which, without qualification, referred to a material uncertainty about 1-Page's ability to continue as a going concern in the absence of the Proposed Acquisition and the Offer.

The 1-Page historical financial information is presented in an abbreviated form insofar as it does not contain all of the disclosures, statements or comparative information as required by Australian Accounting Standards applicable to annual financial reports usually provided in an annual report prepared in accordance with the Corporations Act.

The audited financial statements (inclusive of significant accounting policies) of 1-Page for the year ended 31 December 2013, which are available on the Company's website at www.intermetresources.com or by request to the Company on +61 8 9325 7080.

Statement of financial performance

1-Page is essentially a start-up company with limited trading history. Since incorporating in December 2011, 1-Page's activities have principally involved raising money (primarily by issuing convertible notes to investors) and spending money to develop its software and product (e.g. R&D, wages and legal fees associated with IP protection).

In 2013, 1-Page entered into charter subscription agreements with several customers. Under the agreements, 1-Page agreed to provide its product to the customers at a discounted rate, with a view to obtaining feedback from the customers before rolling out its

product to the market generally. This was considered a key part of 1-Page's product testing.

1-Page did not receive any revenue in 2012. It generated product sales revenues of US\$72,425 in 2013 (via the charter subscription agreements) and US\$86,100 in the 5 month period to 31 May 2014. Like many start-up companies, 1-Page has incurred losses since its inception. The cumulative losses up to 31 May 2014 are approximately US\$3.2 million. In April 2014, 1-Page began trading with customers at its standard rates.

Given 1-Page's limited trading history, and given that its business is largely unproven, it is difficult to make an evaluation of 1-Page's business or its prospects. Accordingly, no assurance can be given that the Company will achieve commercial viability through the acquisition of 1-Page and the implementation of its business plan.

Set out below is the summary statement of financial performance for 1-Page for the financial years ended 31 December 2012 (audited) and 31 December 2013 (audited) and for the period ended 31 May 2014 (unaudited).

	Unaudited 31 May 2014	Audited 31 Dec 2013	Audited 31 Dec 2012
	USD	USD	USD
Income			
Revenue – Rendering of services	86,100	72,425	-
Other income	-	-	17,341
Interest income	68	957	-
	86,168	73,382	17,341
Expenses			
Salary and wages	389,599	1,104,233	792,707
Marketing expenses	15,978	55,324	4,437
Occupancy expenses	27,975	62,317	44,799
Travel expenses	7,785	26,227	15,663
Finance costs	24,523	29,131	8,399
Legal and professional expenses	95,738	178,498	131,736
Subscriptions and licenses expenses	7,828	19,158	15,941
Bad debt expense	6,000	12,000	-
Write-off of assets on merger	-	-	282,020
Other expenses	5,632	5,477	2,544
Net loss before tax	(494,890)	(1,418,982)	(1,280,905)
Income tax expense	-	-	-
Net loss after tax	(494,890)	(1,418,982)	(1,280,905)

Statement of financial position

Set out below is the summary statement of financial position for 1-Page as at 31 December 2012 (audited), 31 December 2013 (audited) and 31 May 2014 (unaudited).

	Unaudited 31 May 2014 USD	Audited 31 Dec 2013 USD	Audited 31 Dec 2012 USD
Assets			
Current assets			
Cash and cash equivalents	74,232	62,745	475,060
Trade and other receivables	3,500	21,300	17,343
Total current assets	77,732	84,045	492,403
Total assets	77,732	84,045	492,403
Liabilities			
Current liabilities			
Trade and other payables	285,474	256,411	31,080
Loan from InterMet Resources Limited	232,942	-	-
Borrowings	1,164,189	983,009	290,378
Deferred revenue	4,500	15,000	-
Other financial liabilities	133,554	77,662	-
Total current liabilities	1,820,659	1,332,082	321,458
Total liabilities	1,820,659	1,332,082	321,458
Net (liabilities) / assets	(1,742,927)	(1,248,037)	170,945
Equity			
Issued capital	1,451,850	1,451,850	1,451,850
Retained earnings	(3,194,777)	(2,699,887)	(1,280,905)
Total (deficit) / equity	(1,742,927)	(1,248,037)	170,945

4. MERGED GROUP FINANCIAL INFORMATION

4.1 The Merged Group

Following completion of the Proposed Acquisition, 1-Page will become a wholly owned subsidiary of the Company. A reference to the **Merged Group** is a reference to the Company and 1-Page as a consolidated entity.

4.2 Merged Group Financial Information

The historical financial information of the Merged Group provided in this Prospectus comprises a pro forma consolidated statement of financial position as at 31 January 2014, which is based upon:

- (a) the Company's audited consolidated statement of financial position as at 31 January 2014 (as disclosed in the audited financial statements of the Company for the year ended 31 January 2014);
- (b) 1-Page's unaudited statement of financial position as at 31 May 2014 (refer to Section 3.8),

(together, the **Historical Financial Information**); and

- (c) relevant pro forma adjustments required to present the Merged Group,

(together with the Historical Financial Information, the **Pro Forma Financial Information**).

The information in this Section 4 is presented on a pro forma basis only, and as a result it is likely that this information will differ from the actual financial information for the Merged Group as at completion of the Proposed Acquisition.

Basis of preparation

The Pro Forma Financial Information is provided for illustrative purposes and is prepared in accordance with the recognition and measurement principles of applicable Australian Accounting Standards on the assumption that the Proposed Acquisition occurred on 31 January 2014.

The Company's financial statements for the year ended 31 January 2014 have been audited by PricewaterhouseCoopers who issued a modified audit opinion which, without qualification, referred to a material uncertainty about the Company's ability to continue as a going concern in the absence of the Proposed Acquisition and Offer.

Notwithstanding that it is at a different period end date, an un-audited management account balance sheet of 1-Page as at 31 May 2014 has been utilised for the preparation of the Pro Forma Financial Information as it was considered to be appropriate as it reflects a more recent financial position for 1-Page and includes the loan payable to the Company which was initially drawn down on 5 May 2014.

The Pro Forma Financial Information is presented in an abbreviated form insofar as it does not contain all of the disclosures, statements or comparative information as required by Australian Accounting Standards applicable to annual financial reports usually provided in an annual report prepared in accordance with the Corporations Act.

The Company is the legal acquirer (i.e. the parent company) and will be the reporting entity of the Merged Group. The accounting policies of the Merged Group used in the compilation of the Pro Forma Financial Information are based on those of the Company. A summary of the significant accounting policies of the Company is disclosed in the audited financial statements of the Company for the year ended 31 January 2014, available on ASX's website at www.asx.com.au or on the "Investor Centre" section of the Company's website at www.intermetresources.com.

Upon completion of the Proposed Acquisition, the business purpose of the Company will have changed to that of the Merged Group resulting in the need to consider and/or adopt new accounting policies. Significant new accounting policies to be adopted by the Merged Group are outlined below.

No adjustments have been made in the Pro Forma Financial Information for any expected synergies or integration costs following the completion of the Proposed Acquisition. Nor have any adjustments been made in the Pro Forma Financial Information for any one-off or non-recurring costs, other than those set out in the pro forma adjustments.

The functional and presentation currency of the Company (the reporting entity) is Australian dollars. If the Proposed Acquisition completes, the Merged Group will consider if the transaction will change the primary economic environment in which the Company operates and trigger the need to change the functional currency to US dollars. The Pro Forma Financial Information is presented in Australian dollars and US dollars at the stated exchange rate.

The Investigating Accountant has reported on the Pro Forma Financial Information in the Investigating Accountant's Report included in Section 5. Investors should note the comments made in relation to the scope and limitations of that report.

New accounting policies of the Merged Group

1. Revenue recognition

Sale of goods and disposal of assets

Revenue from the sale of goods and disposal of other assets is recognised when the consolidated entity has passed control of the goods or other assets to the buyer, the fee is fixed or determinable and collectability is probable.

Software licence fee revenue is recognised at the point of "go live" (i.e. when all users can use the system on a fully functional basis).

Rendering of services

Revenue from a contract to provide services is recognised by reference to the stage of completion of the contract or on a time and materials basis depending upon the nature of the contract.

Support and maintenance revenue is recognised on a straight-line basis over the period of contract.

In multiple element arrangements where goods and services are sold as a bundled product, the fair value of the services component is recognised as revenue over the period during which the service is performed.

2. Deferred revenue

Revenue earned from maintenance and support services provided on sales of certain products by the consolidated entity are deferred and then recognised in profit or loss over the contract period as the services are performed, normally 12 months.

3. Intangible assets

Research and development costs

Research expenditure is recognised as an expense when incurred. An internally-generated intangible asset arising from development is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development costs in respect of enhancements on existing suites of software applications are capitalised and written off over a 3 year period. Development costs on technically and commercially feasible new products are capitalised and written off on a straight line basis over a period of 3 years commencing at the time of commercial release of the new product.

Development costs include costs directly attributable to the development activities.

At each balance date, a review of the carrying value of the capitalised development costs being carried forward is undertaken to ensure the carrying value is recoverable from future revenue generated by the sale of the software.

4. Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the income statement, within finance costs. All other foreign exchange gains and losses are presented in the income statement on a net basis within other income or other expenses.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as available-for-sale financial assets are recognised in other comprehensive income.

Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Pro forma adjustments

- Accounting under AASB 3 'Business Combinations' to determine the acquirer

Australian Accounting Standards require that where two or more entities combine through an exchange of equity for the purposes of a combination, one of the entities must be deemed to be the accounting acquirer (accounting parent).

The Company is the legal acquirer (legal parent) in respect of the Proposed Acquisition (1-Page is the legal subsidiary) and it will issue Shares in the Company to effect the business combination with 1-Page. However, in accordance with Australian Accounting Standards, all relevant facts and circumstances must be considered to determine which entity has obtained control in the transaction and is therefore deemed to be the accounting acquirer (accounting parent).

Although the terms of the Proposed Acquisition reflect a merger of equals, having regard to the guidance set out in Australian Accounting Standard AASB 3 'Business Combinations' and given the relative voting rights after the business combination, Board and management composition of the Merged Group and other factors, 1-Page is determined to be the deemed accounting acquirer (accounting parent) for financial reporting purposes. This method of accounting is referred to as 'reverse acquisition accounting'.

Whilst it has been determined that the accounting acquirer is 1-Page, the (accounting) acquisition of the Company is not considered a business combination under AASB 3, as all of the elements necessary for a business combination to exist were not present.

The appropriate accounting treatment of this acquisition is to expense the difference between the value of the consideration and the fair value of the assets and liabilities of the Company as being the 'cost of a service' received by the acquirer in the form of a stock exchange listing.

The net assets of the Company reflect the assets and liabilities deemed to be acquired by 1-Page and are stated at relative fair values. The assets and liabilities of 1-Page as the accounting acquirer are maintained at their historical book values.

- Summary of acquisition

The fair value of the consideration that 1-Page is deemed to have transferred to the Company is the market value of the Company's contributed equity at the date of the transaction. For the purposes of the Pro Forma Financial Information, a fair value of \$6.6 million has been determined to reflect the deemed consideration based upon the closing price of the Company's shares as at 20 August 2014. The difference between the fair value of the consideration deemed transferred by 1-Page and the fair value of the Company's net assets acquired is considered to be the cost of a service in respect of a stock exchange listing for the accounting acquirer's shares and recognised in profit and loss.

Following completion of the Proposed Acquisition, a detailed valuation of the identifiable assets, liabilities and contingent liabilities of the Company will be undertaken to ascertain the fair value of the net assets acquired. The ultimate value of the consideration deemed transferred for accounting purposes as at completion of the Proposed Acquisition will be measured based upon the market capitalisation value of the Company's Shares at the close of trading on ASX on the day immediately prior to completion of the Proposed Acquisition and therefore will differ from that assumed for the purposes of the Pro Forma Financial Information.

As the Proposed Acquisition, if completed, will be effected at a future date, the actual impact of the acquisition accounting will differ from that presented below.

Due to the above, the actual impact of acquisition accounting will vary from that disclosed in the Pro Forma Financial Information.

The allocation of the fair value of deemed consideration transferred is as follows:

	Amount (AU\$)
Fair value of consideration deemed transferred on completion	6,641,991
Fair value of the Company's net assets acquired	
Existing book value of the Company's net assets as at 31 January 2014 ¹	1,210,306
• Cash received from placement by the Company (net of capital raising fees) ²	378,500
• Loan to 1-Page to fund working capital	-
• Costs incurred by the Company (paid in cash)	(263,488)
• Cash received from Options exercised ³	1,284,000
Adjusted book value of the Company's net assets pre-completion	2,609,318
Listing costs recognised as expense on completion	4,032,673

Notes:

1. For the purposes of the Pro Forma Financial Information, the existing book value as at 31 January 2014 is assumed as being representative of the fair value.
2. As announced to ASX on 9 April 2014, the Company undertook a placement of 50,000,000 Shares at an issue price of \$0.008 each to raise \$400,000 before costs.
3. 128,400,000 Options exercised or assumed will be exercised pre-completion at an exercise price of \$0.01 each.

4.3 Pro Forma Financial Information

This Section contains the Pro Forma Financial Information for the Merged Group, reflecting the combined business of the Company and 1-Page. The Pro Forma Financial Information is presented to provide prospective investors with an indication of the Merged Group's consolidated financial position as if the Proposed Acquisition had been implemented as at 31 January 2014.

As the Proposed Acquisition, if implemented, will be effected at a future date, the actual financial position of the Merged Group post completion will differ from that presented below.

References to notes in the table presented below refer to the notes to pro forma adjustments set out in this Section.

The 1-Page financial information as at 31 May 2014 has been translated using an A\$ to US\$ exchange rate of 0.9309. The same exchange rate has been used to translate the Pro Forma Financial Information of the Merged Group into US dollars.

Pro Forma Statement of Financial Position of the Merged Group as at 31 January 2014

	ITT Audited 31 Jan '14	Interim period ITT adjustments	ITT Pre- transaction	1-Page Mgt accounts 31 May 14	Interim period 1-Page adjustments	Transaction related adjustments	Capital raising related adjustments	Pro Forma Merged Group AUD	Pro Forma Merged Group USD ¹	Note reference
A\$'000's										
Assets										
Cash and cash equivalents	666	668	1,334	80	459	(331)	7,698	9,240	8,602	A, B, C, D, E, F, H, L
Accounts Receivable	-	-	-	4	-	-	-	4	4	
Other current assets	27	-	27	-	-	-	-	27	25	
Total Current Assets	692	668	1,360	83	459	(331)	7,698	9,270	8,630	
Loan to 1-Page	-	731	731	-	-	(731)	-	-	-	B, I
Exploration & evaluation assets	573	-	573	-	-	(573)	-	-	-	G
Deferred tax asset	99	-	99	-	-	(99)	-	-	-	G
Other non-current assets	8	-	8	-	-	-	-	8	7	
Total Non-current Assets	679	731	1,410	-	-	(1,403)	-	8	7	
Total Assets	1,372	1,399	2,771	83	459	(1,734)	7,698	9,278	8,637	
Liabilities										
Trade and other payables	(63)	-	(63)	(307)	(13)	320	-	(63)	(58)	F, H
Intergroup loans	-	-	-	(250)	(481)	731	-	-	-	E, I
Loans and convertible notes	-	-	-	(1,251)	-	1,251	-	-	-	J
Deferred tax liability	(99)	-	(99)	-	-	99	-	-	-	F, G
Short-term loan	-	-	-	(143)	21	122	-	-	-	F, H
Deferred revenue	-	-	-	(5)	-	-	-	(5)	(5)	
Total liabilities	(162)	-	(162)	(1,956)	(473)	2,522	-	(67)	(63)	
Net Assets	1,210	1,399	2,609	(1,872)	(13)	788	7,698	9,210	8,574	
Total Equity	1,210	1,399	2,609	(1,872)	(13)	788	7,698	9,210	8,574	A, C, D, F, G, J, K, L

Notes to the pro forma adjustments

The following pro forma adjustments to the Historical Financial Information have been made in the compilation of the Pro Forma Financial Information, including the adjustments to reflect the impact of acquisition accounting and certain transactions and/or events post 31 January 2014.

Interim period ITT adjustments

Note A: The Company completed a capital raising on 22 May 2014 (\$378,500 net of raising costs).

Note B: The Company loaned \$731,000 to 1-Page between April and the date of this Prospectus to fund the working capital requirements of 1-Page. This loan was made pursuant to the Loan Agreement summarised in Section 8.3.

Note C: In April 2014, the Company executed an option agreement to acquire 1-Page. The cost of the option (\$50,000) has been expensed (reflected in equity). The Company incurred additional transaction costs in relation to the Proposed Acquisition of \$213,000, these were also expensed.

Note D: Between 31 January 2014 and 12 August 2014, 48,298,928 Shares were issued as a result of Options being exercised, raising \$482,989. In addition, there are a further 77,101,074 existing Options which, for the purposes of the Pro Forma Financial Information, are assumed to be exercised pre-completion, raising \$771,011. To the extent that these Options are not exercised pre-completion, both cash and equity would be reduced.

Interim period 1-Page adjustments

Note E: Recognition of the final drawdown of the working capital loan provided by the Company to 1-Page after 31 May 2014 in 1-Page's management accounts. The total amount loaned from the Company at the date of this Prospectus is approximately \$731,000 and this has been reflected in the Company's accounts as an interim period adjustment (Note B).

Note F: 1-Page has repaid \$21,000 of shareholder loans and recognised an additional \$83,000 in trade creditors since 31 May 2014. Both of these balances are to be settled as part of the proposed transaction (discussed in Note H below).

Transaction related adjustments

Note G: If the Proposed Acquisition completes, the Company will sell or relinquish its mining tenements. In doing so, the Company will avoid the minimum exploration expenditure commitments and these assets will be written off. By selling or relinquishing the tenements, the related and offsetting deferred tax balances will also be released to the profit and loss. It has been assumed there are no other deferred tax assets in relation to unused tax losses.

Note H: As part of the Proposed Acquisition, 1-Page's trade creditors (estimated to be \$320,000) and shareholder loans (\$11,000) will be repaid in cash from funds raised under the Offer. The shareholder owed the remaining loan of \$111,000 (US\$102,854) has agreed to convert the loan into 556,655 Shares in the Company.

Note I: Elimination of the working capital loan from the Company to 1-Page upon consolidation of the Merged Group.

Note J: This adjustment relates to the 1-Page promissory notes due to mature on 31 May 2014. Upon maturity, note holders have the option of converting the debt to equity or being repaid in cash. All note holders have agreed to convert to equity based upon a negotiated outcome that will result in them receiving 7.8 million Shares in the Company (included in the 50 million Shares to be issued to the 1-Page Vendors – discussed in Note K below). Note holders will receive Shares worth \$1.6 million (based on the issue price of \$0.20), with the difference to the carrying value of debt being expensed (\$304,000).

Note K: The issue of 50,000,000 Shares to acquire 100% of the issued capital of 1-Page. Note that the Proposed Acquisition has been accounted for under reverse acquisition accounting, with the difference between the deemed consideration paid (\$6.6 million) and net assets acquired (\$2.6 million) being recognised as a listing expense in profit and loss (\$4.0 million).

Capital raising related adjustments

Note L: The Pro Forma Financial Information assumes that the Offer will be fully subscribed. This adjustment reflects the net impact of the proposed \$8.5 million capital raising and associated Options and Performance Rights issued and exercised as part of the Proposed Acquisition and other transactions to be voted on at the General Meeting. These transactions include:

- (a) A capital raising of 42,500,000 Shares at \$0.20, net of transaction costs of \$812,000.
- (b) 10,000,000 New Options to be issued to advisers (as remuneration for services) at a cost to the advisers of \$0.001 each, resulting in cash of \$10,000. The New Options have an exercise price of \$0.20 each and are to be held in escrow for 24 months from the date the Company's securities are reinstated to trading following completion of the Offer. For the purposes of the Pro Forma Financial Information, it is assumed that none of the New Options will be exercised given the escrow requirement. The New Options have been valued using the Black-Scholes method, with the cost of these Options of \$1.6 million being offset against the equity to be raised under the Offer.
- (c) 150,000 New Options issued to each Existing Director at an issue price of \$0.001 each, resulting in cash of \$450. The New Options have an exercise price of \$0.20 each. For the purposes of the Pro Forma Financial Information, it is assumed that none of the New Options will be exercised given the escrow requirement. The New Options have been valued using the Black-Scholes method, with the cost of these Options of \$73,000 being recognised in profit and loss as a share based payment.
- (d) 1,000,000 Shares issued to Gruppe Stemmermann Pty Ltd in relation to the payment of the Introductory Fee. An expense of \$300,000 has been recognised in respect of these Shares.

The expense or cost to be offset against equity to be raised under items (b), (c) and (d) above will be determined by reference to the market price per Share at the issue date. For the purposes of the Pro Forma Financial Information, this is assumed to be \$0.30 per Share representing the closing price of the Company's Shares on 20 August 2014 (on a post-Consolidation basis).

5. INVESTIGATING ACCOUNTANT'S REPORT



The Directors
InterMet Resources Limited
Level 2, 23 Barrack Street
PERTH WA 6000

28 August 2014

Dear Directors

Investigating Accountant's Report

Independent Limited Assurance Report on InterMet Resources Ltd (to be renamed "1-Page Limited") historical and pro forma historical financial information and Financial Services Guide

We have been engaged by InterMet Resources Limited (to be renamed "1-Page Limited") (the **Company**) to report on the historical financial information and pro forma historical financial information of the Company as at 31 January 2014 for inclusion in the Prospectus dated on or about 28 August 2014 in connection with the proposed offer of 42.5 million shares in the Company (the **Offer**) to be undertaken in connection with the acquisition of all of the securities in The One-Page Company, Inc. (**1-Page**) (the **Acquisition**).

Expressions and terms defined in the Prospectus have the same meaning in this report.

The nature of this report is such that it can only be issued by an entity which holds an Australian financial services licence under the Corporations Act 2001. PricewaterhouseCoopers Securities Ltd, which is wholly owned by PricewaterhouseCoopers holds the appropriate Australian financial services licence under the Corporations Act 2001. This report is both an Investigating Accountant's Report, the scope of which is set out below, and a Financial Services Guide, as attached at Appendix A.

Scope

Historical Financial Information

You have requested PricewaterhouseCoopers Securities Ltd to review the following historical financial information of the Company included in the Prospectus:

- the audited Statement of Financial Position as at 31 January 2014.

The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies. The historical financial information has been extracted from the financial report of the Company for the year ended 31 January 2014, which

PricewaterhouseCoopers Securities Ltd, ACN 003 311 617, ABN 54 003 311 617, Holder of Australian Financial Services Licence No 244572

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was audited by PricewaterhouseCoopers in accordance with the Australian Auditing Standards. PricewaterhouseCoopers issued a modified audit opinion on the financial report which, without qualification, referred to a material uncertainty about the Company's ability to continue as a going concern in the absence of the proposed Acquisition and Offer. The historical financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

Pro Forma historical financial information

You have requested PricewaterhouseCoopers Securities Ltd to review the following pro forma historical financial information of the Company included in the Prospectus:

- the A\$ pro forma Statement of Financial Position of the Merged Group as at 31 January 2014,

which assumes the completion of a pre Offer equity raise by the Company, the completion of the Offer, and the acquisition of 1-Page.

The pro forma historical financial information has been derived from the historical financial information of the Company and 1-Page, after adjusting for the effects of pro forma adjustments described in section 4 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in section 4 of the Prospectus, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the Company's actual or prospective financial position.

Directors' responsibility

The directors of the Company are responsible for the preparation of the historical financial information and pro forma historical financial information, including its basis of preparation and the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for its compliance with applicable laws and regulations and for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.



For the avoidance of doubt, our scope did not include, and therefore we are not expressing an opinion on the standalone historical financial information of 1-Page.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Conclusions

Historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information of the Company, as described in section 4 of the Prospectus, and comprising:

- the Statement of Financial Position as at 31 January 2014

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 4 of the Prospectus being the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies.

Pro Forma historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma historical financial information of the Company as described in section 4 of the Prospectus, and comprising:

- the A\$ pro forma Statement of Financial Position of the Merged Group as at 31 January 2014

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 4 of the Prospectus being the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in section 4 of the Prospectus, as if those events or transactions had occurred as at the date of the historical financial information.

Restriction on Use

Without modifying our conclusions, we draw attention to section 4 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.



Consent

PricewaterhouseCoopers Securities Ltd has consented to the inclusion of this assurance report in the public document in the form and context in which it is included.

Liability

The liability of PricewaterhouseCoopers Securities Ltd is limited to the inclusion of this report in the Prospectus. PricewaterhouseCoopers Securities Ltd makes no representation regarding, and has no liability for, any other statements or other material in, or omissions from the Prospectus.

Independence or Disclosure of Interest

PricewaterhouseCoopers Securities Ltd does not have any interest in the outcome of this transaction other than the preparation of this report and participation in due diligence procedures for which normal professional fees will be received.

Financial Services Guide

We have included our Financial Services Guide as Appendix A to our report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our report.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Darren Carton', with a small flourish at the end.

Darren Carton
Authorised Representative of
PricewaterhouseCoopers Securities Ltd



PRICEWATERHOUSECOOPERS SECURITIES LTD

FINANCIAL SERVICES GUIDE

This Financial Services Guide is dated 28 August 2014

1. **About us**

PricewaterhouseCoopers Securities Ltd (ABN 54 003 311 617, Australian Financial Services Licence no 244572) ("**PwC Securities**") has been engaged by InterMet Resources Limited (to be renamed "1-Page Limited") (the **Company**) to provide a report in the form of an Investigating Accountant's Report in relation to the historical financial information and the pro forma historical financial information of the Company as at 31 January 2014 (the "**Report**") for inclusion in the Prospectus.

You have not engaged us directly but have been provided with a copy of the Report as a retail client because of your connection to the matters set out in the Report.

2. **This Financial Services Guide**

This Financial Services Guide ("**FSG**") is designed to assist retail clients in their use of any general financial product advice contained in the Report. This FSG contains information about PwC Securities generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the Report, and how complaints against us will be dealt with.

3. **Financial services we are licensed to provide**

Our Australian financial services licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities, interests in managed investment schemes, derivatives, superannuation products, foreign exchange contracts, insurance products, life products, managed investment schemes, government debentures, stocks or bonds, and deposit products.

4. **General financial product advice**

The Report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs.

You should consider your own objectives, financial situation and needs when assessing the suitability of the Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

5. **Fees, commissions and other benefits we may receive**

PwC Securities charges fees to produce reports, including this Report. These fees are negotiated and agreed with the entity who engages PwC Securities to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us. In the preparation of this Report our fees are charged on an hourly basis and as at the date of this report are \$75,000.



Directors or employees of PwC Securities, PricewaterhouseCoopers, or other associated entities, may receive partnership distributions, salary or wages from PricewaterhouseCoopers.

6. Associations with issuers of financial products

PwC Securities and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products. For example, PricewaterhouseCoopers may be the auditor of, or provide financial services to, the issuer of a financial product and PwC Securities may provide financial services to the issuer of a financial product in the ordinary course of its business. We note that PricewaterhouseCoopers is the auditor of the Company and of 1-Page.

7. Complaints

If you have a complaint, please raise it with us first, using the contact details listed below. We will endeavour to satisfactorily resolve your complaint in a timely manner. In addition, a copy of our internal complaints handling procedure is available upon request.

If we are not able to resolve your complaint to your satisfaction within 45 days of your written notification, you are entitled to have your matter referred to the Financial Ombudsman Service ("FOS"), an external complaints resolution service. FOS can be contacted by calling 1300 780 808. You will not be charged for using the FOS service.

8. Contact Details

PwC Securities can be contacted by sending a letter to the following address:

Darren Carton
PwC Securities Ltd
GPO Box D198
PERTH WA 6840

6. RISK FACTORS

As with any share investment, there are risks involved. This Section identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their professional advisers before deciding whether to apply for Shares.

6.1 Specific risks

(a) Reinstatement to the official list of ASX

As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements. The Company's securities will be suspended prior to the General Meeting. It is anticipated that the Company's securities will remain suspended until completion of the Proposed Acquisition, Offer and Consolidation, re-compliance by the Company with Chapters 1 and 2 of the ASX Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its securities will consequently remain suspended from quotation.

In the event that the conditions of the Offer set out in Section 1.2 are not satisfied or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with the Offer and will repay all Application Monies received.

(b) Limited trading history

1-Page is essentially a start-up company with limited trading history. Since incorporating in December 2011, 1-Page's activities have principally involved raising money (primarily by issuing convertible notes to investors) and spending money to develop its software and product (e.g. R&D, wages and legal fees associated with IP protection).

Like many start-up companies, 1-Page has incurred losses since its inception. The cumulative losses up to 31 May 2014 are approximately US\$3.2 million. In April 2014, 1-Page began trading with customers at its standard rates.

Given 1-Page's limited trading history, and given that its business is largely unproven, it is difficult to make an evaluation of 1-Page's business or its prospects. Accordingly, no assurance can be given that the Company will achieve commercial viability through the acquisition of 1-Page and the implementation of its business plan.

Please refer to Section 3.8 for historical financial information for 1-Page.

(c) Sales and marketing success

Following completion of the Offer, the Company intends to fully commercialise the 1-Page Platform by focussing on sales and marketing. By its nature, there is no guarantee that the Company's sales and marketing campaign will be successful. In

the event that it is not, the Company may encounter difficulty in bringing the 1-Page Platform to market and creating market awareness of the “1-Page” brand. This would likely have an adverse impact on the Company’s sales and profitability.

Even if the Company does successfully commercialise the 1-Page Platform, there is a risk the Company will not achieve a commercial return. The Company may not be able to sell products and services to customers at a rate which covers its operating and capital costs, or new technology may overtake the Company’s technology.

(d) **Protection of intellectual property rights**

If the Company fails to protect the intellectual property rights of 1-Page adequately, competitors may gain access to its technology which would in turn harm its business. 1-Page currently has no issued patents (only applications) and the Company may not be able to obtain patent protection in the future. If any patents are issued in the future, they may not provide the Company with any competitive advantages, or may be challenged by third parties.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which its products are available. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

The Company may be required to incur significant expenses in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management. In addition, unauthorised use of the “1-Page” brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(e) **Competition and new technologies**

The industry in which 1-Page is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company’s projects and business. For instance, new technologies could overtake the advancements made by the 1-Page Platform. In that case, the Company’s revenues and profitability could be adversely affected.

(f) **Reliance on key personnel**

The emergence and development of 1-Page’s business has been in large part due to the talent, effort, experience and leadership of its management team, including its CEO, Joanna Weidenmiller. 1-Page is also substantially dependent on the continued service of its existing development personnel because of the complexity of its services and technologies. There is no assurance that the Company will be able to retain the services of such persons.

(g) **Faults with products/services**

Because 1-Page's product is complex, it may have errors or defects that users identify after they begin using it, which could harm the Company's reputation and business. Internet-based services frequently contain undetected errors when first introduced or when new versions or enhancements are released. 1-Page has on occasions found defects in its product and new errors in its existing or future developed products and services may be detected in the future. If that occurs, the Company could lose future sales or customers.

(h) **Regulatory environment**

Presently, 1-Page's operations are based in the US and are subject to US laws and regulations. However, the Company intends to expand 1-Page's operations into other markets such as Asia and Australia. Users, competitors, members of the general public or regulators could allege breaches of legislation in the relevant jurisdictions (for example, if an advertisement was considered to be misleading or deceptive). This could result in remedial action or litigation, which could potentially lead to the Company being required to pay compensation or a fine.

The Company's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact upon the Company's profitability. In addition, if regulators took the view that the Company had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. This could lead to significant damage to the Company's reputation and consequently impact on its revenue.

The Company intends to offer the 1-Page Platform, and any future developed products, throughout the world. Regulatory changes could see the Company being required to hold a licence in some of these jurisdictions or otherwise comply with local regulations. This could preclude the Company from offering certain services in these jurisdictions until such a licence has been obtained, or may require the Company to comply with a range of regulatory requirements. Any such increase in the costs and resources associated with the regulatory compliance in these jurisdictions could impact upon the Company's profitability.

(i) **Foreign exchange risks**

1-Page's revenues, costs and expenses in the United States are denominated in US dollars, whereas the Company reports in Australian dollars. As a result of the use of these different currencies, the Merged Group is subject to foreign currency fluctuations which may materially affect its financial position and operating results. For example, a depreciation of the US dollar relative to the Australian dollar may result in lower than anticipated revenue, profit and earnings as a result of the translation of the USD earnings into AUD.

(j) **Insurance coverage**

1-Page faces various risks in connection with its business and may lack adequate insurance coverage or may not currently have the necessary insurance coverage. 1-Page maintains workers compensation and employer's liability insurance in the

US, however 1-Page does not currently maintain professional indemnity, product liability, business interruption or third party liability insurance in any jurisdictions. The Company will need to review its insurance requirements and obtain relevant insurances covering each jurisdiction it operates in as required. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its profitability may be adversely affected.

(k) **Dependence on the internet**

Expanding sales of the 1-Page Platform and other future developed products depends on the continued acceptance of the internet as a communications and commerce platform for individuals and enterprises. The internet could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service.

The performance of the internet and its acceptance as a business tool have been harmed by “viruses,” “worms” and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the internet does not remain a widespread communications medium and commercial platform, the demand for the Company’s products would be significantly reduced, which would harm its business.

(l) **Hacker attacks**

1-Page relies upon the availability of its website to provide services to customers and attract new customers. Hackers could render the website unavailable through a disrupted denial of service or other disruptive attacks.

Although 1-Page has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the website could lead to a loss of revenues for the Company. Further, it could hinder the Company’s abilities to retain existing customers or attract new customers, which would have a material adverse impact on the Company’s growth.

(m) **Domain name risk**

1-Page’s business depends to some extent on customers being attracted to its website. 1-Page has registered a domain name for the purposes of its website. However, should the Company not renew or otherwise lose control of the 1-Page domain name, it would lose all website traffic direct to that domain. This would likely adversely affect the Company’s revenue.

(n) **Attracting customers to the website**

The Company’s revenues will be affected by its ability to attract customers to the 1-Page website. Various factors can affect the level of web traffic arriving at the 1-Page website, including:

- (i) Marketing and promotions: If the Company’s marketing and promotion efforts are not effective this may result in less customers visiting the 1-Page website.

- (ii) Brand damage: If the Company or 1-Page suffer from reputational damage, web traffic could be affected.
- (iii) Search engine traffic: Search engines such as Google direct significant traffic to the 1-Page website. Should these search engines make changes to their algorithms and procedures that direct this traffic, the Company could see a substantial drop in customers visiting the 1-Page website. For example, Google regularly updates the algorithms that determine the ranking of results it returns for any given search term. 1-Page attempts to follow Google's guidelines and online best practice to maintain the flow of traffic to its website, but such changes could adversely affect the traffic to its website.

A decline in traffic to the 1-Page website could lead to a decline in the Company's ability to attract customers, which in turn may affect the Company's profitability.

(o) **Customer service risk**

Customers may need to engage with the Company's customer service personnel in certain circumstances, such as if they have a question about its products or if there is a dispute between a customer and the Company. The Company will continuously need to recruit and retain staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of customers. If the Company loses key customer service personnel, fails to provide adequate training and resources for customer service personnel, or if the computer systems relied on by customer service personnel are disrupted by technological failures, this could lead to adverse publicity, litigation, regulatory inquiries or a decrease in customers, all of which may negatively impact on the Company's profitability.

(p) **Liquidity risk**

Upon reinstatement of the Company's securities to quotation on the ASX, a significant portion of the Shares on issue will be subject to escrow restrictions imposed by the ASX Listing Rules. Investors may consider that there is an increased liquidity risk as a large portion of the issued capital may not be able to be traded freely for a period of up to 24 months. Please see Section 1.13 for further information on escrow arrangements.

(q) **Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to 1-Page's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

(r) **Future capital needs**

Further funding may be required by the Company to support its ongoing activities and operations, including the need to develop new products or enhance the 1-Page Platform, enhance its operating infrastructure and to acquire complementary

businesses and technologies. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. There can be no assurance that such funding will be available on satisfactory terms or at all at the relevant time. Any inability to obtain additional funding will adversely affect the business and financial condition of the Company and consequently its performance.

6.2 General Risks

(a) Investment risk

The Shares to be issued pursuant to this Prospectus should be considered speculative. They carry no guarantee as to payment of dividends, return of capital or the market value of the Shares. The prices at which an investor may be able to trade the Shares may be above or below the Offer Price paid for the Shares. While the Directors commend the Offer, prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

(b) Share market

Share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors including, but not limited to, the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) terrorism or other hostilities; and
- (vii) other factors beyond the control of the Company.

(c) Economic and government risks

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the technology industry including, but not limited to, the following:

- (i) general economic conditions in jurisdictions in which the Company operates;
- (ii) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- (iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (iv) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and

(v) natural disasters, social upheaval or war in jurisdictions in which the Company operates.

(d) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares under this Prospectus.

7. DIRECTORS, KEY MANAGEMENT AND CORPORATE GOVERNANCE

7.1 Board of Directors

In accordance with the terms of the Option Agreement and with effect from completion of the Proposed Acquisition, Andrew Richards and Barnaby Egerton-Warburton will retire as Directors of the Company and two nominees of 1-Page, Joanna Weidenmiller and Rusty Rueff, will be appointed to the Board of the Company. In addition, Maureen Plavsic will be appointed as a non-executive director of the Company and Scott Mison will remain a non-executive director of the Company.

Upon completion of the Proposed Acquisition, the new Board of the Company will comprise of:

- Joanna Weidenmiller as Managing Director;
- Rusty Rueff as Non-Executive Chairman;
- Maureen Plavsic as Non-Executive Director; and
- Scott Mison as Non-Executive Director (and Company Secretary).

7.2 Director profiles for the Existing Board

Details of the Directors comprising the Board upon until completion of the Proposed Acquisition are set out below.

Scott Mison Non-Executive Director Company Secretary

Scott Mison holds a Bachelor of Business degree and is a Member of the Institute of Chartered Accountants in Australia and Chartered Secretaries Australia. Mr Mison has over 15 years' experience in finance and corporate compliance in Australia, UK, Central Asia and USA. He is currently a Director, CFO and Company Secretary of ASX and AIM listed Jupiter Energy Limited, and CFO and Company Secretary of Rift Valley Resources Ltd and IDM International Limited. Mr Mison is also a board member of Wheelchair Sports WA Inc.

Andrew Richards Non-Executive Director

Andrew Richards is a geologist with 30 years' experience in the mining industry, seven years of which involved a senior role in Resource Project Finance within a banking environment. Prior to 1996, Mr Richards worked in a wide variety of areas and in commodities, in both production and exploration geology, before becoming Chief Geologist at New Celebration and Telfer Gold Mines. Since 2004, Mr Richards has worked extensively in Australia, Asia and South America, providing consultancy and advisory services, mineral asset valuations, Independent Expert Reports and managed several listed and unlisted companies.

Barnaby Egerton-Warburton
Non-Executive Director

Barnaby Egerton-Warburton has over 20 years of trading, investment banking, international investment and market experience. Mr Egerton-Warburton has held positions with investment banks in Perth, Sydney, New York and Hong Kong including JPMorgan, BNP Equities (New York) and Prudential Securities (New York).

7.3 Director profiles for the Proposed Board

Details of the Directors who will comprise the Board upon completion of the Proposed Acquisition are set out below.

Joanna Weidenmiller
Managing Director
Chief Executive Officer

Joanna Weidenmiller is the Chief Executive Officer of The One-Page Company, Inc. and is responsible for executing 1-Page's strategic development plan. Ms Weidenmiller brings a proven executive management track record, recognised as a leader in marketing and strategic partnerships across the consumer and technology sectors. Prior to launching 1-Page, Ms Weidenmiller was Chief Executive Officer of Performance Advertising, responsible for building one of USA's leading outsourced sales and marketing firms for two Fortune 500 companies. Taking her expertise overseas to Asia, Ms Weidenmiller developed and executed marketing strategies in the mobile and technology fields; across industry from e-commerce to social media she developed a keen knowledge in product execution and consumer buying. Ms Weidenmiller earned her Bachelor of Arts degree in Foreign Affairs from the University of Virginia where she was a Full Scholarship athlete and a USA Junior National Team rower.

A summary of Ms Weidenmiller's employment agreement is set out in Section 8.4

James "Rusty" Rueff
Non-Executive Chairman

Rusty Rueff was the CEO of SNOCAP from 2005 until the company to Imeem, Inc. in April 2008. SNOCAP was the world's first end-to-end solution for digital licensing and copyright management services empowering record labels and individual artists to monetise their digital creations on popular sites such as MySpace and other social networks. Prior to this, Mr Rueff was Executive Vice President of Human Resources for Electronic Arts (**EA**), at the time the world's largest and leading, interactive entertainment software company. Joining EA in 1998, he was responsible for global human resources, talent management, corporate services and facilities, corporate communications, and Government affairs, reporting to EA's Chairman and CEO. In 2003, Fortune Magazine named EA one of the "Top 100 Places to Work For" in the United States.

Prior to joining EA, Mr Rueff held positions with the PepsiCo companies for over ten years. He concluded his career with PepsiCo as Vice President, International Human Resources. Prior to his tenure with PepsiCo, he spent two years with the Pratt & Whitney Division of United Technologies. In addition, he spent six years in commercial radio as an on-air personality.

Mr Rueff holds an Master of Science degree in Counselling and a Bachelor of Arts degree in Radio and Television from Purdue University. He was given the honour in 2003 of being

named a Distinguished Purdue Alumni and now serves as a Director of the Purdue Foundation. Along with advising and angel investing in a number of companies, Mr Rueff currently serves on the corporate boards of Glassdoor.com, HireVue and ReThink Books (where he is also a co-founder). He is President of the Board of the San Francisco based American Conservatory Theater (A.C.T.) and Vice Chair of The GRAMMY Foundation in Los Angeles. He is a member of the Academy of Television Arts & Sciences (ATAS) and the National Association of Recording Arts and Science (NARAS).

Maureen Plavsic
Non-Executive Director

Maureen Plavsic brings considerable and broad experience in media, advertising and brand marketing, including 14 years in various executive roles at the Seven Network, where she was also a board member for five years (1998-2003).

Ms Plavsic's executive roles at the Seven Network included Chief Executive Officer of Broadcast Television and prior to that Director of Sales and Corporate Marketing. Ms Plavsic is currently a director of Macquarie Radio Network (appointed April 2005), and was previously a Non-Executive Director of Pacific Brands, a trustee of the National Gallery of Victoria and a board member of Opera Australia.

Scott Mison
Non-Executive Director
Company Secretary

Scott Mison holds a Bachelor of Business degree and is a Member of the Institute of Chartered Accountants in Australia and Chartered Secretaries Australia. Mr Mison has over 15 years' experience in finance and corporate compliance in Australia, UK, Central Asia and USA. He is currently a Director, CFO and Company Secretary of ASX and AIM listed Jupiter Energy Limited, and CFO and Company Secretary of Rift Valley Resources Ltd and IDM International Limited. Mr Mison is also a board member of Wheelchair Sports WA Inc.

7.4 Key management

In addition to the executive capacity of Joanna Weidenmiller, who will be Managing Director and Chief Executive Officer of the Company upon completion of the Proposed Acquisition, the following persons will comprise the key management personnel of the Company upon completion of the Proposed Acquisition.

Justin Baird
Chief Technical Officer & Head of APAC

Justin Baird brings over fifteen years of management and high tech experience, in areas ranging from research and development engineering, analog and digital signal processing, embedded systems development, product management, high speed digital networks, large scale entertainment systems, mobile and web application deployment, and interactive multimedia technologies. He holds two U.S. Patents and has written a number of technical papers within these areas of research. Before joining 1-Page, Justin was the Group Director of Innovation for the Dentsu Aegis Network, a multinational media and digital marketing communications company, founding Jumptank in Australia. Prior to this, Justin was the Innovationist at Google. Justin launched YouTube portals across Asia Pacific, supported the launch of numerous consumer product releases including Google Maps and

Google Wave, helped launch the first Android mobile devices in the region, and was a founding member of Google's Global Creative Council. Mr. Baird was also a Director of Product Management for Dolby Laboratories and an R&D Engineer at Meyer Sound.

A summary of Justin Baird's employment agreement is set out in Section 8.4.

Jeff Mills
Chief Revenue & Operations Officer

Jeff Mills is a veteran that brings a wealth of experience in sales and marketing interactive media, retail, travel and technologies. Mr Mills previously served as Chief Revenue Officer at Gengo, the leading technology platform in the multilingual content and communication domain. Before Gengo, Mr Mills served as a Vice President at Criteo where he built a world class team and executed the go-to-market strategy that put them on the map in the US. Jeff held leadership positions during his 8 year tenure at Yahoo! Starting in 1998, SideStep (acquired Kayak in late 2008), and Sojern, the leading travel media company. Mr Mills also served on the board of advisers for BuySight acquired in 2012 by Advertising.com (an AOL Company).

A summary of Jeff Mills' employment agreement is set out in Section 8.4.

Jeremy Malander
Head of Client Service

Jeremy Malander's brings a broad range of cross functional experience and leadership from some of Silicon Valley's fastest moving SaaS companies. Jeremy established his roots as an early team member of salesforce.com's success program (CFL) which is currently the largest enterprise success program in the world. Following salesforce.com, he held leadership positions at Yammer (acquired by Microsoft in 2012) and HighTail (formerly YouSendIt). More recently, Jeremy was an early employee of Blue Jeans Network and lead the design and management of the enterprise customer success program, sales development team, and eventually overseeing global business operations. In addition to his achievements in Customer Success, he has been a proven contributor (>105% across 4 companies) with roles in demand generation (marketing), sales, support, operations, and consulting (certified).

A summary of Jeff Malanders' employment agreement is set out in Section 8.4.

7.5 Directors' interests

Other than as disclosed in this Prospectus, no Existing Director or Proposed Director holds at the date of this Prospectus or held at any time during the last 2 years, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer ; and
- the Offer.

Further, other than as disclosed in this Prospectus, the Company has not paid any amount or provided any benefit, or agreed to do so, to any Existing Director or Proposed Director, either to induce that Director to become, or to qualify them as a Director, or otherwise, for

services rendered by them in connection with the formation or promotion of the Company or the Offer.

7.6 Directors' security holdings

Directors are not required to hold any Shares under the constitution of the Company.

Set out in the table below are details of the anticipated relevant interests of the Existing Directors and Proposed Directors in the Shares of the Company upon completion of the Offer.

Director	Existing Shares ¹	Shares at completion	% interest ²
Andrew Richards ³	71,875	321,875	0.26%
Scott Mison ⁴	50,000	300,000	0.24%
Barnaby Egerton-Warburton ⁵	71,875	321,875	0.26%
Joanna Weidenmiller ⁶	Nil	13,622,915	11.34%
Rusty Rueff ⁷	Nil	399,794	0.33%
Maureen Plavsic ⁸	Nil	250,000	0.20%

Notes:

1. The above figures are presented on a post-Consolidation basis. The exact number of Shares is subject to the rounding effects of the Consolidation.
2. Assumes that the Offer is fully subscribed and that there are 120,051,680 Shares on issue. The exact number of Shares on issue will be subject to the rounding effects of the Consolidation.
3. Assumes that Andrew Richards applies for, and is issued, 250,000 Shares under the Offer.
4. Assumes that Scott Mison applies for, and is issued, 250,000 Shares under the Offer.
5. Assumes that Barnaby Egerton-Warburton applies for, and is issued, 250,000 Shares under the Offer.
6. It is proposed that Joanna Weidenmiller will receive 13,066,265 Shares as a 1-Page Vendor under the Proposed Acquisition. In addition, it is proposed that Ms Weidenmiller will receive 556,655 Shares in satisfaction of debt owing to her by 1-Page.
7. It is proposed that Rusty Rueff will receive 399,794 Shares as a 1-Page Vendor under the Proposed Acquisition.
8. Assumes that Maureen Plavsic applies for, and is issued, 250,000 Shares under the Offer.

Set out in the table below are details of the anticipated relevant interests of the Existing Directors and Proposed Directors in other securities of the Company upon completion of the Offer.

Director	Options	Performance Rights
Andrew Richards ¹	150,000	Nil
Scott Mison ²	150,000	Nil
Barnaby Egerton-Warburton ³	150,000	Nil
Joanna Weidenmiller ⁴	Nil	6,000,000
Rusty Rueff ⁵	Nil	Nil
Maureen Plavsic ⁶	Nil	Nil

Notes:

1. It is proposed that Andrew Richards will receive 150,000 New Options, each with an issue price of \$0.001, an exercise price of \$0.20 and expiry date of 1 August 2019. Please see Section 9.2 for full terms of the New Options.
2. It is proposed that Scott Mison will receive 150,000 New Options, each with an issue price of \$0.001, an exercise price of \$0.20 and expiry date of 1 August 2019. Please see Section 9.2 for full terms of the New Options. The Company may decide to issue Options and/or Performance Rights to Mr Mison following completion of the Proposed Acquisition as part of his remuneration and to incentivise his performance. The Company will obtain all necessary Shareholder approvals prior to any such issue of securities.
3. It is proposed that Barnaby Egerton-Warburton will receive 150,000 New Options, each with an issue price of \$0.001, an exercise price of \$0.20 and expiry date of 1 August 2019. Please see Section 9.2 for full terms of the New Options.
4. It is proposed that Joanna Weidenmiller will receive 2,000,000 Class A Performance Rights, 2,000,000 Class B Performance Rights and 2,000,000 Class C Performance Rights under her employment agreement and the Performance Rights Plan. Please see Section 9.4 for full terms of the Performance Rights.
5. The Company may decide to issue Options and/or Performance Rights to Rusty Rueff following completion of the Proposed Acquisition as part of his remuneration and to incentivise his performance. The Company will obtain all necessary Shareholder approvals prior to any such issue of securities.
6. The Company may decide to issue Options and/or Performance Rights to Maureen Plavsic following completion of the Proposed Acquisition as part of her remuneration and to incentivise her performance. The Company will obtain all necessary Shareholder approvals prior to any such issue of securities.

7.7 Directors' remuneration

The Constitution provides that each Director is entitled to such remuneration from the Company as the Directors decide, but the total amount provided to all non-executive Directors must not exceed in aggregate the amount fixed by the Company in a general meeting. The current maximum amount of remuneration that may be paid to all non-executive Directors has been set at AU\$180,000 per annum at the Company's general meeting on 20 November 2008.

The Board has resolved that directors' fees will be US\$80,000 per annum for the Chairman and US\$55,000 per annum for non-executive Directors, exclusive of statutory

superannuation contributions and reimbursement of expenses reasonably incurred in the performance of their duties as a Director. Accordingly, the Company will seek to increase the maximum aggregate amount of directors' fees that may be paid to non-executive Directors at the General Meeting to US\$300,000.

The remuneration of the executive Directors will be determined by the Board. A summary of Joanna Weidenmiller's employment agreement is set out in Section 8.4.

7.8 Related party transactions

Maureen Plavsic (a proposed Non-Executive Director) is the wife of Keith Kerridge who is a principal of KTM Capital. KTM Capital is a joint lead manager to the Offer and is due to receive 2,375,000 New Options as part of its consideration for these services under the Joint Lead Manager Mandate. KTM Capital has informed the Company that 1,187,500 of these New Options are to be issued to Mr Kerridge. The Company understands that Mrs Plavsic and Mr Kerridge are not associates of one another with respect to the Company for the purposes of section 12(2) of the Corporations Act.

7.9 Corporate governance

This summary identifies the key corporate governance policies and practices adopted by the Company's Board. The Board is committed to ensuring continued investor confidence in the operations of the Company and in maintaining high standards of corporate governance in the performance of their duties.

The role of the Board

The role of the board of Directors is to provide strategic guidance to the Company (and its related bodies corporate), effective oversight of management and to provide a sound base for a culture of good corporate governance within the Company.

The Board will always retain ultimate authority over the management and staff of the Company and its related bodies corporate.

In performing its role, the Board should act, at all times:

- in recognition of its overriding responsibility to act honestly, fairly and in accordance with the law in serving the interests of the Company, its shareholders, as well as its employees, customers and the community;
- in a manner designed to create and continue to build sustainable value for shareholders;
- in accordance with the duties and obligations imposed upon them by the Company's constitution and applicable law; and
- with integrity and objectivity, consistently with the ethical, professional and other standards set out in the Company's corporate governance policies.

Responsibilities of the Board

The responsibilities of the Board include:

- represent and serve the interests of Shareholders by overseeing and appraising the Company's strategies, policies and performance;
- protect and optimise the Company's performance and build sustainable value for Shareholders;
- set, review and ensure compliance with the Company's values and governance framework; and
- ensure that Shareholders are kept informed of the Company's performance and major developments.

Composition of the Board

Under the Company's constitution, the minimum number of Directors is three and the maximum number is ten. The Board at the date of this Prospectus comprises of three Directors, namely Andrew Richards, Scott Mison and Barnaby Egerton-Warburton. Upon Completion of the Proposed Acquisition, the Board will comprise of four Directors, namely Scott Mison, Joanna Weidenmiller, Rusty Rueff and Maureen Plavsic. The Directors consider the size and composition of the Board is appropriate given the current size and status of the Company.

Each Director is bound by all of the Company's charters, policies and codes of conduct. If the Board determines it is appropriate or necessary, they may establish committees to assist in carrying out various responsibilities of the Board. Such committees will be established by a formal charter.

The Board delegates the management of the Company's business and day to day operation to the Managing Director who is authorised, in turn, to delegate such powers conferred on him or her to members of the senior management group.

The Board seeks to nominate persons for appointment to the Board who have the qualifications, experience and skills to augment the capabilities of the Board.

Independence of Directors

The Board considers the issue of independence with regard to a set of questions outlined in the Board charter. The issue is considered in light of a materiality threshold relevant to the particular time of the issue.

Independent professional advice

The Directors are entitled to seek independent professional advice at the Company's expense on any matter connected with the discharge of their responsibilities. Such advice may be sought in accordance with the procedures set out in the Board charter.

Securities trading policy

The Company has adopted a formal policy for dealing in the Company's securities by Directors and employees and their respective associates (in accordance with ASX Listing Rule 12.9). "Respective associates" refers to spouses, dependent children, family trust trustee and family companies. The securities trading policy regarding allowable dealings is that those persons should:

- never engage in short term trading of the Company's securities;
- not deal in the Company's securities while in possession of price sensitive, non-public information;
- notify the Company Secretary of any material transactions involving the Company's securities; and
- restrict their buying and selling of the Company's securities to a 30 day period immediately following the date of each annual and other general meeting and immediately following each date on which the Company gives to the ASX its annual, half yearly and quarterly reports (**trading window**).

In addition to trading permitted inside the trading window, transactions may also be appropriate in certain other circumstances, provided that before participating in the market the employee confirms that no important developments are pending which need to be made public.

If an employee is restricted from dealing in Company securities in the manner described above, they must notify the Company Secretary of any intended dealings in Company securities three days prior to such intended dealings. This notice must be in writing.

The securities trading policy is available on the Company's website at www.intermetresources.com.

Remuneration policy

The Company has adopted a remuneration policy designed to align individual and team reward and encourage executives to perform to their full capacity.

Remuneration packages may contain any or all of the following:

- annual salary base with provision to recognise the value of the individuals' personal performance and their ability and experience;
- rewards, bonuses, special payments and other measures available to reward individuals and teams following a particular outstanding business contribution;
- Share participation – the Company has adopted a Performance Rights Plan; and
- other benefits, such as holiday leave, sickness benefits, superannuation payments and long service benefits.

The Board will determine the appropriate level and structure of remuneration of the executive team and such consideration will occur each year on the recommendation of the Managing Director.

Remuneration of the Managing Director will be reviewed annually by the Board. Determination of Non-Executive Director's fees is with regard to the long term performance of the Company.

Continuous disclosure policy

The Company, as a listed public company, is required to disclose price sensitive information to the market as it becomes known to comply with the continuous disclosure requirements of the Corporations Act and the ASX Listing Rules.

The continuous disclosure policy of the Company ensures that all Shareholders and investors have equal access to the Company's information, to the extent practicable. Price sensitive information will be disclosed by way of an announcement to the ASX and placed on the Company's website.

Shareholder communication

The Board strives to ensure that Shareholders are provided with full and timely information to assess the performance of the Company and its Directors and to make well-informed investment decisions.

Information is communicated to Shareholders:

- through the release of information to the market via the ASX;
- through the distribution of the annual report and notice of annual general meeting;
- through letters and other forms of communications directly to Shareholders; and
- by posting relevant information on the Company's website.

Ethical standards and business conduct

The Board recognises the need for Directors and employees to observe appropriate standards of behaviour and business ethics when engaging in corporate activity. Through its code of conduct, the Board intends to maintain a reputation for integrity. The Company's business ethics are founded on openness, honesty, fairness, integrity, mutual respect, ethical conduct and compliance with laws.

The standards set out in the code of conduct are required to be adhered to by officers and employees of the Company. The code of conduct and further details of these standards can be found on the Company's website.

ASX Corporate Governance Principles and Recommendations

Where possible and having regard to the size and nature of the Company's operations, the Board has adopted the Corporate Governance Principles and Recommendations (3rd Edition) issued by the ASX Corporate Governance Council. Departures from the principles and recommendations are set out in the table below.

Recommendation	Nature of departure	Explanation for departure
2.1	The Company does not have any independent Directors.	The size and scope of the company's activities does not justify the cost of appointing independent directors at this stage of its development.

2.4	The company does not have a nomination committee.	The role of the nomination committee is assumed by the full Board. The size and scope of the company's activities does not justify the establishment of such a committee.
3.2, 3.3,3.4	The company does not have a diversity policy.	The company does not have any employees, hence does not justify a separate policy.
4.2, 4.3, 4.4, 4.5	The company does not have an audit committee.	The role of the audit committee is assumed by the full Board. The size and scope of the company's activities does not justify the establishment of such a committee.
7.1	The company does not have a formal risk management policy.	Business risk is continually assessed by the Board by addressing the key items listed in the Corporate Governance Statement.
8.1, 8.2	The company does not have a remuneration committee.	The role of the remuneration committee is assumed by the full Board who apply the Company's Remuneration Policy. The size and scope of the company's activities does not justify the establishment of such a committee. No director participates in any deliberation regarding his own remuneration or related issues.

8. MATERIAL CONTRACTS

8.1 Introduction

The Directors consider that certain contracts are material to the Company or are of such a nature that an investor may wish to have particulars of them when making an assessment of whether to apply for Shares under the Offer. The provisions of such material contracts are summarised in this Section. As this Section is a summary only, the provisions of each contract are not fully described. To understand fully all rights and obligations pertaining to the material contracts, it would be necessary to read them in full.

8.2 Vendor Agreements

Option Agreement

The Company, 1-Page and the Founding 1-Page Vendors entered into the Option Agreement on 7 April 2014. Under the agreement, the Company paid a fee of \$50,000 to 1-Page and the Founding 1-Page Vendors granted the Company an option to acquire all of their securities in 1-Page. In addition, the Founding 1-Page Vendors agreed that, if the option were exercised, they would use their reasonable endeavours to procure that all other 1-Page Vendors sell their securities in 1-Page to the Company.

Under the Option Agreement, the Company was entitled to undertake due diligence investigations into 1-Page. Following its due diligence investigations, the Company announced the exercise of the option on 22 May 2014. Upon exercising the option, the Loan Agreement between the Company and 1-Page became effective (see Section 8.3 for a summary of the Loan Agreement).

The Option Agreement also contained provisions outlining the structure of the Proposed Acquisition and enabled the Company to elect to either acquire the 1-Page securities by a typical sale and purchase arrangement or via a merger process. The acquisition of 1-Page by the Company is being conducted by way of a merger process in accordance with the laws of the state of Delaware in the United States of America, whereby all of the existing securities in 1-Page will be exchanged for the Consideration Shares, and 1-Page will become a wholly owned subsidiary of the Company (see Section 2.5 for further information on the merger process).

Other key terms of the Option Agreement include the following:

- (a) The total purchase price payable to the 1-Page Vendors is 50,000,000 Shares on a post-Consolidation basis. The Consideration Shares will be subject to any escrow requirements of ASX.
- (b) 1-Page will be entitled to nominate 2 directors to the Board.
- (c) Completion is subject to the following conditions precedent:
 - (i) the Company and 1-Page obtaining all necessary shareholder and regulatory approvals, consents or acceptances to the transactions contemplated by the Option Agreement (including registration of a certificate of merger in Delaware in the United States of America);
 - (ii) the Company completing the Consolidation;

- (iii) the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules;
 - (iv) the Company completing the Offer;
 - (v) the Company and Joanna Weidenmiller entering into an employment agreement with a minimum term of 2 years on terms reasonably acceptable to the Company (see Section 8.4 for a summary of the employment agreement);
 - (vi) the Company not receiving a superior proposal;
 - (vii) no material default or breach of the Option Agreement by 1-Page or the Founding 1-Page Vendors occurring; and
 - (viii) no material adverse change occurring from the perspective of the Company.
- (d) The Company must repay approximately US\$411,305 in debt owing by 1-Page to various creditors (n.b. US\$102,854 of this debt is owing to Joanna Weidenmiller and will be repaid in Shares rather than cash).
- (e) The Company will establish the Performance Rights Plan following completion. Once established, Joanna Weidenmiller, as the Managing Director of the Company from completion, will allocate 5,000,000 Class A Performance Rights, 5,000,000 Class B Performance Rights and 5,000,000 Class C Performance Rights to new or existing employees, officers, directors or other staff members of the Company or 1-Page under the Plan (n.b. of these Performance Rights, it is proposed that Joanna Weidenmiller will receive 2,000,000 Class A Performance Rights, 2,000,000 Class B Performance Rights and 2,000,000 Class C Performance Rights in accordance with employment agreement with the Company).
- (f) The Company has given warranties in favour of the Founding 1-Page Vendors and 1-Page with respect to its authority to enter into the agreement and its solvency. Each Founding 1-Page Vendor and 1-Page has given warranties in favour of the Company with respect to their authority to enter into the agreement, their solvency and the accuracy of certain information provided. The Option Agreement does not contain comprehensive warranties and indemnities given by the Founding 1-Page Vendors in favour of the Company in relation to 1-Page and its business.

Letter Agreements

The Company has signed Letter Agreements with the Non-Founding 1-Page Vendors under which those vendors agree to do all things necessary to complete the Delaware law merger and transfer their security interests in 1-Page to the Company at completion of the Proposed Transaction. The purchase price payable to each Non-Founding 1-Page Vendor is the issue of Shares based on a total purchase price of 50,000,000 Shares. The Letter Agreement do not contain comprehensive warranties and indemnities given by the Non-Founding 1-Page Vendors in favour of the Company in relation to 1-Page and its business.

8.3 Loan Agreement

The Company and 1-Page have entered into the Loan Agreement which took effect from exercise of the option under the Option Agreement. Under the agreement, the Company agreed to make funds available to 1-Page via a loan facility. At the date of this Prospectus,

approximately \$731,000 has been loaned to 1-Page under the loan facility. The key terms of the Loan Agreement are as follows:

- (a) A maximum of \$100,000 can be loaned per month.
- (b) The proceeds of the loan may only be applied to certain working capital related liabilities of 1-Page.
- (c) Interest is repayable on the loan at 8% per annum.
- (d) The loan must be repaid by the earlier of:
 - (i) 6 months from the date of the Loan Agreement; and
 - (ii) the next capital raising completed by 1-Page.

The Loan Agreement is otherwise on standards terms.

8.4 Employment agreements

Joanna Weidenmiller
Managing Director
Chief Executive Officer

The Company and Ms Joanna Weidenmiller have entered into an employment agreement under which Ms Weidenmiller will be appointed as Managing Director and Chief Executive Officer of the Company.

Ms Weidenmiller will report to the Board and is required to provide informal and formal updates to the Board on the Company's strategy, performance, management, direction and decisions. Ms Weidenmiller will be required to implement and develop high level strategies, make major corporate decisions and manage the overall operations and resources of the Company.

In addition, Ms Weidenmiller's responsibilities will include (but are not limited to):

- producing a clear and concise articulation of the strategic direction for the Company;
- establishing clear, executable plans including the probable financial implications;
- delivering on all milestones of the strategic plan; and
- demonstrating leadership that creates a culture of achievement.

Ms Weidenmiller will receive a salary of US\$180,000 per annum (inclusive of superannuation) for her role as Managing Director and Chief Executive Officer of the Company. In addition, Ms Weidenmiller will be granted 2,000,000 Class A, 2,000,000 Class B and 2,000,000 Class C Performance Rights in accordance with the Company's Performance Rights Plan. See Section 9.4 for the terms of the Performance Rights.

The agreement will commence from, and is subject to, the successful completion of the Proposed Acquisition. The initial term of the engagement is 3 years, unless otherwise

terminated earlier in accordance with the employment agreement. Either party may terminate the agreement with at least 6 months' prior written notice.

The employment agreement contains additional provisions considered standard for agreements of this nature.

Justin Baird
Chief Technical Officer & Head of APAC

The Company has entered into an employment agreement with Justin Baird under which Mr Baird will be engaged as the Chief Technical Officer and Head of the Australian-Pacific region from 18 September 2014.

Mr Baird's priority will be to ensure a seamless alignment of the technology landscape with the Company's business strategy. Mr Baird will be responsible for putting into place all of the necessary infrastructure, processes, tools, resources and people to deliver high quality products to market and driving the timeline to market. Working closely with the CEO and San Francisco based team, this role will require the establishment of the Sydney office for the Company and the creation of an initially small and efficient team to achieve significant financial and technical outcomes to build the local business and scale the Company's technology globally.

In addition, Mr Baird's responsibilities will include (but are not limited to):

- providing leadership and vision for business growth;
- establishing and then increasing sales growth and market penetration in the Australia-Pacific region;
- hiring a local sales team and developing the sales organisation;
- maintaining market and competitor intelligence and developing proactive strategies to maintain the Company's competitiveness in market;
- implementing and maintaining an effective sales management process to provide current and accurate revenue projections, pipeline forecasts and prospect reports to support business growth; and
- targeting and obtaining key accounts to develop new business opportunities, and assisting with the preparation of presentations for sales and marketing projects.

Mr Baird will be paid a salary of AU\$350,000 per annum. In addition, Mr Baird will receive 453,038 Class N Staff Options, each with an exercise price of \$0.20 and an expiry date of 18 September 2019. Full terms of the Staff Options, including vesting conditions, are set out in Section 9.3.

The employment agreement contains additional provisions considered standard for agreements of this nature.

Jeff Mills
Chief Revenue & Operations Officer

1-Page has entered into an employment agreement with Jeff Mills under which Mr Mills will be employed as Chief Revenue & Operations Officer with effect from 1 September 2014.

In this role, Mr Mills' responsibilities will include (but are not limited to):

- establishing 1-Page as a de facto disruptive next generation platform for talent and idea management, immediately translating to effective sales revenues and net new customer gain;
- enabling 1-page to profitably expand into the vast small and medium enterprises in scalable fashion;
- building and reaching an aggressive revenue plan through quality partnerships and accurate forecasting;
- launching scalable revenue products that make a large impact with light resources; and
- building a best in class revenue/services team that fosters long term customer relationships.

Mr Mills will be paid an annual salary of US\$250,000 to be reviewed annually and may be eligible to receive up to \$48,750 per quarter in bonus payments based on the Company meeting certain sales targets. In addition, Mr Mills will receive 679,666 Class A Staff Options, each with an exercise price of \$0.20 and an expiry date of 25 February 2019. Full terms of the Staff Options, including vesting conditions, are set out in Section 9.3.

Either party may terminate the agreement with at least 2 weeks' prior written notice.

The employment agreement contains additional provisions considered standard for agreements of this nature

Jeremy Malander
Head of Client Service

1-Page has entered into an employment agreement with Jeremy Malander under which he has been engaged as the Head of Client Service since 16 June 2014.

In this role, Mr Malander's responsibilities include (but are not limited to):

- ensuring customers receive outstanding customer experience and taking overall responsibility for managing customer relationships;
- proactively encouraging best-practice use of 1-Page's products within each customer's organisation including serving customer's specific needs and communicating any potential improvement areas to the product and sales teams;
- identifying and developing new opportunities for expansion across customers' businesses and collaborating with the sales team to ensure growth within each account;

- developing KPIs to ensure a high level of customer support and continuous engagement and ultimately increasing renewals and upselling opportunities;
- leading, growing and developing the account management, client services and customer success teams;
- creating strategic individual customer account plans and maintaining a high level of customer support across the organisation;
- developing success plans for customers that outline their critical success factors, metrics for success, potential issues, and provide recommendations; and
- prioritising and driving resolution on escalated customer issues.

Under his employment agreement, Mr Malander will earn US\$170,000 per annum and may be eligible for a bonus of up to US\$5,000 per quarter based on whether certain performance targets are met. In addition, Mr Malander will receive 113,260 Class K Staff Options, each with an exercise price of \$0.20 and an expiry date of 30 June 2019. Full terms of the Staff Options, including vesting conditions, are set out in Section 9.3.

Either party may terminate the agreement with at least two weeks' prior written notice.

The employment agreement contains additional provisions considered standard for agreements of this nature.

8.5 Joint Lead Managers Mandate

The Company has appointed KTM Capital Pty Ltd and Foster Stockbroking Pty Ltd (**Joint Lead Managers**) as the joint lead managers to the Offer under the Joint Lead Managers Mandate.

The Joint Lead Managers are required to provide services and assistance customarily provided by joint lead managers in connection with structuring, marketing and execution of an equity offer such as the Offer.

The Company will pay the Joint Lead Managers a fee of 5% of the total gross proceeds of the Offer, plus GST. In addition, the Company will pay the Joint Lead Managers a management fee of 1% of the total gross proceeds of the Offer. These fees are to be apportioned between the Joint Lead Managers equally. The Joint Lead Managers will pay 5% of proceeds to Cygnet Capital and 4% of proceeds to DJ Carmichael from any issue of Shares under the Offer to their respective clients.

In addition, the Company will issue 10,000,000 New Options, each with an issue price of \$0.001, an exercise price of \$0.20 and an expiry date of 1 August 2019 to the following entities (or their nominees):

- Foster Stockbroking Pty Ltd – 2,375,000
- KTM Capital Pty Ltd – 2,375,000
- Cygnet Capital – 2,375,000
- Gold Resources Ltd – 2,375,000

- DJ Carmichael – 500,000

If the Offer does not complete for any reason, the Company must pay the Joint Lead Managements out of pocket expenses incurred in connection with the Offer, up to a maximum of \$10,000 each.

A Joint Lead Manager can terminate its appointment under the Joint Lead Managers Mandate with 10 days' written notice to the other parties.

The Joint Lead Managers Mandate contains additional provisions considered standard for agreements of this nature.

9. ADDITIONAL INFORMATION

9.1 Rights and liabilities attaching to Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

Ranking of Shares

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

Voting rights

Subject to any rights or restrictions, at general meetings:

- every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; and
- has one vote on a show of hands; or
- has one vote for every share held, upon a poll.

Dividend rights

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Directors may set aside a sum out of the profits of the Company, as reserves, before recommending dividends of the profits.

Variation of rights

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

Transfer of Shares

Shares can be transferred upon delivery of a proper instrument of transfer to the Company. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than 100 shares or a marketable parcel. The Board may refuse to register a transfer of shares upon which the Company has a lien.

General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion. If there are not sufficient Directors capable of acting to form a quorum, the Directors who are capable of acting or any five members of the Company may convene a general meeting.

Unmarketable parcels

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.

Rights on winding up

If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.

9.2 Terms of New Options

The New Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

Each New Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) **Exercise Price and Expiry Date**

The New Options have an exercise price of \$0.20 (**Exercise Price**) and an expiry date of 1 August 2019 (**Expiry Date**).

(c) **Exercise period and lapsing**

The New Options may be exercised at any time after their date of issue prior to the Expiry Date.

(d) **Notice of Exercise**

The New Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised. Any Notice of Exercise of a New Option received by the Company will be deemed to be a notice of the exercise of that New Option as at the date of receipt.

(e) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then existing fully paid ordinary shares of the Company.

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options.

(g) **Timing of issue of Shares**

Within 5 business days after the later of the following:

- (i) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each New Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- (ii) the date the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Notice of Exercise and payment of the Exercise Price for each New Option being exercised by the Company,

the Company will:

- (iii) allot and issue the Shares pursuant to the exercise of the New Options;
- (iv) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (to the extent that it is legally able to do so); and
- (v) apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the New Options.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of New Options the opportunity to exercise their New Options prior to the announced record date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the holder would have

received if the holder had exercised the New Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(j) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of a New Option.

(k) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) **Quotation of the New Options**

The Company will not apply for quotation of the New Options on ASX.

(m) **New Options transferable**

The New Options are transferable.

(n) **Lodgement Instructions**

Cheques paid in connection with the exercise of a New Option shall be in Australian currency, made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the New Options with the appropriate remittance should be lodged at the Company's Registry.

9.3 Terms of Staff Options

The Staff Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

Each Staff Option entitles the holder to subscribe for one Share upon exercise of the Staff Option.

(b) **Exercise Price and Expiry Date**

The Staff Options have an exercise price of \$0.20 (**Exercise Price**) and an expiry date (**Expiry Date**) as set out below:

Class	Commencement Date	Expiry Date	No. to be issued
Class A	26 February 2014	25 February 2019	679,666
Class B	1 December 2012	30 November 2017	63,183
Class C	1 September 2013	31 August 2018	90,261

Class D	15 July 2013	14 July 2018	45,131
Class E	26 October 2012	25 October 2017	453,038
Class F	19 August 2012	18 August 2017	453,038
Class G	22 July 2013	21 July 2018	45,131
Class H	26 February 2013	25 February 2018	225,653
Class I	26 September 2012	25 September 2017	135,392
Class J	1 November 2013	31 October 2018	45,131
Class K	1 July 2014	30 June 2019	113,260
Class L	7 July 2014	6 July 2019	485,560
Class M	21 April 2014	20 April 2019	56,630
Class N	18 September 2014	18 September 2019	453,038

(c) **Vesting and lapsing**

The Staff Options may be exercised at any time after their date of vesting but prior to the Expiry Date. The Staff Options will vest based on the period of time since the commencement of the holder's engagement with One-Page (**Commencement Date**) as follows:

- 25% of the Staff Options issued to a holder will vest 1 year from the Commencement Date;
- a further 25% of the Staff Options issued to a holder will vest 2 years from the Commencement Date;
- a further 25% of the Staff Options issued to a holder will vest 3 years from the Commencement Date; and
- a further 25% of the Staff Options issued to a holder will vest 4 years from the Commencement Date.

All unvested Staff Options are forfeited and will automatically lapse if the holder ceases to be engaged by the Company or any of its related bodies corporate prior to the date of vesting.

(d) **Notice of Exercise**

The Staff Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Staff Option being exercised. Any Notice of Exercise of an Staff Option received by the Company will be deemed to be a notice of the exercise of that Staff Option as at the date of receipt.

(e) **Shares issued on exercise**

Shares issued on exercise of the Staff Options rank equally with the then existing fully paid ordinary shares of the Company.

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Staff Options.

(g) **Timing of issue of Shares**

Within 15 business days after receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Staff Option being exercised by the holder, the Company will:

- (i) issue the Shares pursuant to the exercise of the Staff Options; and
- (ii) apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Staff Options.

The holder acknowledges that any Shares issued pursuant to the exercise of Staff Options may be subject to the on-sale restrictions set out in section 707(3) of the Corporations Act. In such circumstances, the holder must not sell or transfer any of those Shares for 12 months from the date of issue.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Staff Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Staff Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of Staff Options the opportunity to exercise their Staff Options prior to the announced record date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Staff Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Staff Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(j) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Staff Option.

(k) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) **Quotation of the Staff Options**

The Company will not apply for quotation of the Staff Options on ASX.

(m) **Staff Options not transferable**

The Staff Options are not transferable.

(n) **Lodgement Instructions**

Cheques paid in connection with the exercise of a Staff Option shall be in Australian currency, made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Staff Options with the appropriate remittance should be lodged at the Company's Registry.

9.4 Terms of Performance Rights

The terms of issue of the Performance Rights are as follows:

- (a) Each Performance Right entitles the holder of the Performance Right to be issued one fully paid ordinary share in the Company, for no cash consideration, on these terms of issue including the performance condition(s) set out below.
- (b) The Performance Rights will be granted for no cash consideration.
- (c) An applicant for Performance Rights may apply for the number of Performance Rights specified in an invitation sent by the Company to the Applicant, by sending to the Company (marked for the attention of the Company Secretary) a duly signed and completed application (in the form attached to or accompanying the invitation).
- (d) If the Board determines, in its sole discretion, that the performance conditions for a class of Performance Rights set out below have been satisfied prior to the relevant expiry date then that class of Performance Rights will vest and be converted into Shares on a one for one basis.

Class	Performance Condition	Expiry Date
Class A	During any 6 month reporting period of the Company that ends on or prior to the date 2 years after completion of the Proposed Acquisition, the consolidated sales revenue of the Company and its controlled entities (as set out in the audited annual accounts or auditor reviewed half-yearly accounts) equals or exceeds AU\$1,000,000.	2 years from completion of the Proposed Acquisition

Class B	The 20-day volume weighted average price of New Shares on ASX equals or exceeds AU\$0.50 at any time within 2 years from the date of completion of the Proposed Acquisition.	2 years from completion of the Proposed Acquisition
Class C	During any 6 month reporting period of the Company that ends on or prior to the date 3 years after completion of the Proposed Acquisition, the consolidated EBIT of the Company and its controlled entities (as set out in the audited annual accounts or auditor reviewed half-yearly accounts) equals or exceeds AU\$1,250,000.	3 years from completion of the Proposed Acquisition

- (e) If a performance condition is not satisfied by the relevant expiry date, then the relevant class of Performance Rights will automatically lapse.
- (f) Subject to paragraph (g), Performance Rights convert to Shares on the date of vesting with no exercise price, or share issue price, being payable and the Company must issue the number of Shares, update the share register and issue and send to the holder an updated holding statement within 5 business days after the date of vesting.
- (g) Notwithstanding any other provision of these terms and conditions or the Plan, conversion of Performance Rights into Shares will be subject to the Company obtaining all required (if any) shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If conversion of all or part of the Performance Rights would result in any person being in contravention of section 606(1) of the Corporations Act then the conversion of each Performance Right that would cause the contravention will be deferred until such time or times that the conversion would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the conversion of all or part of the Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the conversion of the Performance Rights will not result in any person being in contravention of section 606(1) of the Corporations Act.
- (h) The Performance Rights will not be quoted for trading on the ASX or any other stock exchange.
- (i) The Share issued upon vesting will rank equally in all respects with the Company's ordinary shares and the Company will apply to the ASX for official quotation of the Shares after they are issued.
- (j) If the holder elects to resign as an employee of the Company, then all Performance Rights automatically lapse on the date of resignation, unless the Company determines otherwise in its absolute discretion.

- (k) If:
- (i) a takeover bid (as defined in the Corporations Act) to acquire Shares becomes, or is declared to be, unconditional, irrespective of whether or not the takeover bid extends to Shares issued and allotted after the date of the takeover bid;
 - (ii) a change of control (as defined in the Corporations Act) of the Company occurs; or
 - (iii) a merger by scheme of arrangement under the Corporations Act is approved by the court under section 411(4)(b) of the Corporations Act,

the Performance Rights granted but not vested immediately vest in the holder (to the extent they have not already vested and have not lapsed) and are converted into Shares.

- (l) If the Company is required under relevant tax legislation to make withholdings on account of tax upon:
- (i) the grant of Performance Rights; or
 - (ii) the conversion of Performance Rights to Shares,

then the Board may, in its absolute discretion, sell a sufficient number of the Shares which would otherwise be issued upon vesting, so that the net proceeds of sale equal the payment which the Company is required to pay to the appropriate authorities. This arrangement does not apply if the holder makes an alternative arrangement to the satisfaction of the Company.

- (m) The Performance Rights are not transferable without the consent of the Board.
- (n) The holder is not entitled to assign any right, interest or benefit in the Performance Rights (or any part of them), or grant an interest over or in the Performance Rights.
- (o) The Performance Rights will not confer upon the holder the right to dividends or to vote as a shareholder of the Company until the Performance Rights have vested and the Shares have been allocated to the holder.
- (p) In the event of any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company, the number of Performance Rights to which the holder is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, and the Share price target for Class B Performance Rights, will be adjusted in the manner provided for in the ASX Listing Rules.
- (q) If securities are issued by the Company pro rata to members generally by way of a bonus issue (other than an issue in lieu of dividends or by way of a dividend reinvestment), the holder is entitled, upon vesting of a Performance Right, to receive, in addition to the Shares underlying the Performance Right and without the payment of any further consideration, the number of securities which the Participant would have received if the Performance Right had vested before the record date for the bonus issue.

- (r) Subject to the Board determining otherwise, the holder does not have the right to participate in a pro rata issue of securities made by the Company or sell renounceable rights save that, if the Performance Rights have vested then the holder may participate along with other members.
- (s) If the Corporations Act, the ASX Listing Rules or the Constitution conflicts with these terms and conditions, or these terms and conditions do not comply with the Corporations Act, the ASX Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.
- (t) By applying for Performance Rights, the holder acknowledges that any Shares issued pursuant to the vesting of Performance Rights may be subject to the on-sale restrictions set out in section 707(3) of the Corporations Act. In such circumstances, the holder must not sell or transfer any of the Shares for 12 months from the date of issue.

9.5 Performance Rights Plan

The Company has established a Performance Rights Plan under which eligible participants will be granted rights to receive Shares provided that certain performance conditions are satisfied. Eligible participants under the plan are to include full time and part time employees of the Company, or any other person as the Board determines. The purpose of the Plan is to attract high calibre employees and service providers, reward eligible persons for their performance and provide long term incentives for participation in the Company's future growth.

The Board is responsible for determining eligibility for participation in the Plan, and will do so with regard to a number of factors relating to the position, length of service and contribution of the person in question. If the Board determines a person to be eligible, they will issue an Invitation specifying the number of Performance Rights that may be applied for, the performance conditions that must be met and the expiry date. The Performance Rights will only vest and convert to Shares if the Board determines that the performance conditions for that particular class of Rights have been satisfied. If the conditions are not satisfied, the relevant class of Performance Rights will automatically lapse.

The Shares are issued on a one for one basis upon vesting of the Performance Rights and will rank equally to the Company's ordinary Shares. Therefore, the right to dividends or to vote as a shareholder of the Company will not be conferred upon the Holder until the Rights have vested and the Shares are allocated. Performance Rights may only be transferred or assigned at the Board's discretion and will automatically lapse if the Holder decides to resign.

The maximum total number of Shares which can be offered under the Plan is 5% of the total number of issued Shares at the time of such offer.

A full version of the Performance Rights Plan can be viewed on the Company's website.

9.6 Top 10 current Shareholders

The top 10 Shareholders by number of Shares held as at the date of this Prospectus are set out in the table below. The figures below are presented on a pre-Consolidation basis.

	Shareholder	No. of Shares	Interest
1.	Mycatmax Pty Ltd <The Viking S/F A/C>	38,250,000	8.64%
2.	HSBC Custody Nominees (Australia) Limited - A/C 2	30,000,000	6.78%
3.	HSBC Custody Nominees (Australia) Limited	28,729,040	6.49%
4.	Seaspin Pty Ltd <The Aphrodite A/C>	18,345,400	4.14%
5.	Citicorp Nominees Pty Ltd	17,874,000	4.04%
6.	Mahsor Holdings Pty Ltd <Rosham Family Super A/C>	17,750,000	4.01%
7.	Glamour Division Pty Ltd <The Hammer A/C>	15,028,480	3.39%
8.	Gold Resources Ltd	12,500,000	2.82%
9.	Hillgrove Exploration Pty Ltd	10,822,959	2.44%
10.	Ms Merle Smith & Ms Kathryn Smith <The Mini Pension Fund A/C>	8,000,000	1.81%

9.7 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no persons or entity named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus holds at the date of this Prospectus, or held at any time during the last 2 years, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; or
- the Offer,

and the Company has not paid any amount or provided any benefit, or agreed to do so, to any of those persons for services rendered by them in connection with the formation or promotion of the Company or the Offer.

KTM Capital Pty Ltd and Foster Stockbroking Pty Ltd have acted as the joint lead managers to the Offer. The fees payable to the Joint Lead Managers are described in the Joint Lead Managers Mandate summarised in Section 8.5.

Price Sierakowski Corporate has acted as Australian legal adviser to the Company in connection with the Offer. In addition, Price Sierakowski Corporate has performed other legal work in relation to the reconstruction of the Company over the last six months, including the preparation of transaction documents and the notice convening the General Meeting. Fees paid or payable to Price Sierakowski Corporate in respect of these services at the date of lodgement of this Prospectus are estimated to be approximately \$100,000 (plus disbursements and GST). Additional fees may be incurred by the Company

subsequent to the lodgement of this Prospectus and will be charged at Price Sierakowski Corporate's normal time-based charges.

PricewaterhouseCoopers Securities Ltd has prepared the Investigating Accountant's Report which is included at Section 5. Total fees payable to PricewaterhouseCoopers for work done in relation to this Prospectus are approximately \$75,000 (plus disbursements and GST).

9.8 Consents

Each of the parties referred to below:

- does not make the Offer;
- does not make, or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based, other than as specified below or elsewhere in this Prospectus;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified below; and
- has given and has not, prior to the lodgement of this Prospectus with ASIC, withdrawn its consent to the inclusion of the statements in this Prospectus that are specified below in the form and context in which the statements appear.

KTM Capital Pty Ltd and Foster Stockbroking Pty Ltd have given, and have not withdrawn prior to the lodgement of this Prospectus with ASIC, their written consent to being named in this Prospectus as the Joint Lead Managers to the Offer in the form and context in which they are named.

Price Sierakowski Corporate has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as Australian legal adviser to the Company in the form and context in which it is named.

PricewaterhouseCoopers Securities Ltd has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as the Investigating Accountant to the Company in the form and context in which it is named and has given and not withdrawn its consent to the inclusion of the Investigating Accountant's Report in the form and context in which it is included.

PricewaterhouseCoopers has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as auditor of the Company and 1-Page in the form and context in which it is named and references to its audit reports in the text of this Prospectus.

Boardroom Pty Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as the Share Registry to the Company in the form and context in which it is named. Boardroom Pty Limited has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry.

9.9 Expenses of the Offer

The expenses of the Offer (excluding GST) are estimated to be approximately \$812,155 and are expected to be applied towards the items set out in the table below.

Items of expenditure	Amount
Capital raising fees	\$510,000
Legal fees	\$100,000
Investigating Accountant's fees	\$75,000
ASIC fees	\$2,080
ASX fees	\$75,075
Professional consultant fees	\$40,000
Other expenses	\$15,000
Total estimated expenses	\$812,155

9.10 Continuous disclosure obligations

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

9.11 Litigation

To the knowledge of the Directors, neither the Company nor any of its subsidiaries is involved in any litigation that is material for the purposes of this Prospectus. The Directors are not aware of any circumstances that might reasonably be expected to give rise to such litigation.

10. DIRECTORS' AUTHORISATION

The Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Existing Director and Proposed Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company.

A handwritten signature in black ink, appearing to read 'S. Mison'.

Scott Mison
Director
29 August 2014

11. DEFINITIONS

1-Page means The One-Page Company, Inc (a company registered in Delaware, USA).

1-Page Platform means 1-Page's Enterprise Challenge-based Assessment and Engagement Platform described in Section 3.4.

1-Page Vendors means those persons who have entered into agreements with the Company under which the Company will acquire all of their securities in 1-Page to enable the Company to acquire all of the issued securities in 1-Page.

Application Monies means the amount of money in dollars and cents payable for Shares at \$0.20 per Share pursuant to the Offer.

Application Form means the application form in the form accompanying this Prospectus pursuant to which investors may apply for Shares under the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the listing rules of ASX.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

ASX Settlement Operating Rules means the settlement and operating rules of ASX Settlement.

Board means the board of directors of the Company.

Business Day means Monday to Friday except for any day that ASX declares is not a business day.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement.

Class A, Class B or Class C Performance Right means a performance right to be granted by the Company on the terms set out in Section 9.4.

Class A, Class K or Class N Staff Option means an Option to be issued by the Company on the terms set out in Section 9.3.

Closing Date means the date that the Offer closes which is 5.00pm (WST) on 18 September 2014 or such other time and date as the Board determines.

Company or ITT means InterMet Resources Limited ACN 112 291 960.

Consideration Shares means the 50,000,000 Shares to be issued to the 1-Page Vendors under the Vendors Agreements.

Consolidation means the 1 for 20 consolidation of the capital of the Company to be approved at the General Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Existing Directors means Andrew Richards, Scott Mison and Barnaby Egerton-Warburton, further details of whom are provided at Section 7.2.

Founding 1-Page Vendors means Joanna Weidenmiller and Patrick G. Riley.

General Meeting means the general meeting of Shareholders to be held on 30 September 2014 and described in Section 2.4.

Investigating Accountant means PricewaterhouseCoopers Securities Ltd.

Introductory Fee means the 1,000,000 Shares to be issued to Gruppe Stemmermann Pty Ltd in payment of its fee for introducing 1-Page as an acquisition target to the Company.

Joint Lead Managers means Foster Stockbroking Pty Ltd and KTM Capital Pty Ltd.

Letter Agreements means the letter agreement between the Company and each of the Non-Founding 1-Page Vendors summarised in Section 8.2.

Merged Group means the Company and 1-Page as a consolidated entity.

Non-Founding 1-Page Vendors means the 1-Page Vendors other than the Founding 1-Page Vendors.

Offer means the offer of 42,500,000 Shares to the public at an offer price of \$0.20 each pursuant to this Prospectus to raise \$8,500,000 before costs.

Offer Price means \$0.20 per Share.

Opening Date means the first date for receipt of completed Application Forms which is 9:00am WST on 29 August 2014.

Option Agreement the option agreement between the Company, 1-Page and the Founding 1-Page Vendors summarised in Section 8.2.

Ordinary Resolutions means each of the resolutions to be voted on at the General Meeting (and described in Section 2.4) other than the resolution relating to the change of the Company's name.

Performance Right means a performance right to be granted by the Company on the terms set out in Section 9.4.

Proposed Directors means Joanna Weidenmiller, Rusty Rueff and Maureen Plavsic, further details of whom are provided at Section 7.3.

Prospectus means this prospectus dated 29 August 2014.

Share means a fully paid ordinary share in capital of the Company.

Shareholder means a holder of one or more Shares.

Share Registry means Boardroom Pty Limited ACN 003 209 836.

Staff Option means an Option to be issued by the Company on the terms set out in Section 9.3.

Vendor Agreements means the Option Agreement and the Letter Agreements.

WST means Western Standard Time, being the time in Perth, Western Australian.

Guide to the Public Offer Application Form

This Application Form relates to the offer of Shares in InterMet Resources Limited pursuant to the Prospectus dated 29 August 2014. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of InterMet Resources Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of registrable titles to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares and thereafter in multiples of 2,500 Shares.
- B Insert the relevant account Application Monies. To calculate your Application Monies, add the number of Shares applied for multiplied by \$0.20.
- C Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of a company. Up to three joint applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that presently registered in the CHES system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your application.
- E Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your application.
- G InterMet Resources Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities issued.

If you are CHES participant (or are sponsored by a CHES participant) and you wish to hold securities issued to you under this Application Form in uncertified form on the CHES subregister, complete section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave section G blank and on issue, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.

- H Please complete cheque details as requested.

Make your cheque payable to "InterMet Resources Limited" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank, and the amount should agree with the amount shown in section B.

Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application Form being rejected.

- I Before completing the Application Form the applicant(s) should read the Prospectus to which the Application Form relates. By lodging the Application Form, the applicant(s) agrees that this Application Form is for shares in InterMet Resources Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in section A that may be issued to the applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application Forms: Return your completed Application Form with cheque(s) attached to:

Delivered to: InterMet Resources Limited Level 2, 23 Barrack Street PERTH WA 6000	Posted to: InterMet Resources Limited PO Box 285 WEST PERTH WA 6872
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Application Forms must be received no later than 5.00pm (WST) on 18 September 2014 which may be changed immediately after the Opening Date at any time at the discretion of the Company.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to InterMet Resources Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of Late John Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith and Son A/C>	John Smith and Son